

Constitution of UQ Sport Ltd

A company limited by guarantee

History:

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Table of contents

1	General -----	1
1.1	Name of Company	1
1.2	Liability of Members	1
1.3	Replaceable Rules	1
2	Definitions and interpretation-----	1
2.1	Definitions	1
2.2	Interpretation	3
3	Objects and powers -----	4
3.1	Objects of Company	4
3.2	Powers of the Company	5
3.3	No power to issue shares	5
4	Non-profit nature of the Company -----	5
4.1	Non-profit	5
4.2	No distribution of profits to Members on winding up	5
4.3	Limited liability on winding up	6
5	Membership -----	6
5.1	Types of membership	6
5.2	University Members	6
5.3	Affiliated Club members	7
5.4	Life members	7
5.5	University Blue members	8
5.6	Voting rights of members	8
6	Rights of members -----	8
6.1	Right of participation	8
7	Rights and obligations -----	9
7.1	Amount of fees and subscriptions payable	9
7.2	Variation of rights of Members	9
8	Financial records-----	9
8.1	Keeping of financial records	9
8.2	Banking of money	9
8.3	Appointment of auditor	9

8.4	Inspection of records of the Company	9
9	General meetings -----	10
9.1	General meetings	10
9.2	Notice of general meeting	10
10	Proceedings of meetings -----	10
10.1	Business of general meetings	10
10.2	Quorum	11
10.3	Adjournment in absence of quorum	11
10.4	Chairman	11
10.5	Acting Chairman	12
10.6	General conduct of meeting	12
10.7	Adjournment	12
10.8	Voting	13
10.9	Declaration of vote on a show of hands – when poll demanded	13
10.10	Taking a poll	13
10.11	Continuation of business	14
10.12	Special meetings	14
11	Votes of members -----	14
11.1	Voting rights	14
11.2	Appointment of proxies	14
11.3	Voting by corporation	15
11.4	Validity of vote	15
11.5	Form and execution of proxy document	15
11.6	Board to issue forms of proxy	15
11.7	Attorneys of members	16
12	The Board -----	16
12.1	Directors	16
12.2	Appointment of Directors	16
12.3	Appointment of Chairman	
12.4	Retirement of Directors	<u>17</u>
12.5	Retirement following incorporation – transitional provisions only	<u>17</u>
12.6	Qualification for membership of the Board	<u>17</u>
12.7	Casual vacancies	<u>17</u>
13	Vacation of office -----	18

13.1	Resignation	<u>18</u>
13.2	Removal	<u>18</u>
13.3	Disqualification	<u>18</u>
13.4	Directors who are employees of the Company	<u>18</u>
14	Officeholders -----	<u>19</u>
14.1	Appointment to office	<u>19</u>
14.2	Resignation	<u>19</u>
15	Exercise of voting power-----	<u>19</u>
15.1	Exercise of voting power in other corporations	<u>19</u>
16	Alternate Directors -----	<u>19</u>
16.1	Director may appoint an alternate	<u>19</u>
16.2	Conditions of office of alternate	<u>20</u>
17	Proceedings of the Board -----	<u>20</u>
17.1	Procedures about Board meetings	<u>20</u>
17.2	Meetings by telephone or other means of communication	<u>20</u>
17.3	Votes at meetings	<u>21</u>
17.4	Convening of meetings	<u>21</u>
17.5	Chairman of meetings	<u>21</u>
17.6	Powers of meetings	<u>21</u>
17.7	Delegation of powers to Committees	<u>21</u>
17.8	Proceedings of Committees	<u>21</u>
17.9	Validity of acts	<u>22</u>
17.10	Resolution in writing	<u>22</u>
18	Powers of the Board -----	<u>22</u>
18.1	General powers of the Board	<u>22</u>
18.2	Directors may contract with Company	<u>23</u>
19	Company Secretary -----	<u>23</u>
20	Executive Director -----	<u>23</u>
21	The Seal-----	<u>23</u>
21.1	Company Seal is optional	<u>23</u>
21.2	Affixing the Seal	<u>24</u>
21.3	Execution of documents without a Seal	<u>24</u>
21.4	Other ways of executing documents	<u>24</u>

22	Minutes -----	24
	22.1 Contents of minutes	24
	22.2 Signing of minutes	24
23	Notices -----	24
	23.1 Service of notices	24
	23.2 When notice deemed to be served	25
	23.3 Member not known at Registered Address	25
	23.4 Signature to notice	25
	23.5 Reckoning of period of notice	25
	23.6 Service on deceased Members	25
	23.7 Persons entitled to notice of general meeting	26
	23.8 Notification of change of address	26
24	Indemnity and insurance -----	26
	24.1 Indemnity in favour of Directors, Secretaries and Executive Officers	26
	24.2 Indemnity for legal costs	26
	24.3 Indemnity for employees	27
	24.4 Indemnity for legal costs of employees	27
	24.5 Proceedings	27
	24.6 Insurance for the benefit of Directors, Secretaries and Executive Officers	28
	24.7 Insurance for other Officers	28
	24.8 When insurance may not be provided by the Company	28

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Constitution of UQ Sport Ltd

1 General

1.1 Name of Company

The name of the Company is UQ Sport Ltd.

1.2 Liability of Members

The liability of Members is limited.

1.3 Replaceable Rules

The Replaceable Rules do not apply to the Company.

2 Definitions and interpretation

2.1 Definitions

In this document:

Term	Definition
Affiliated Club	means a club whether incorporated or unincorporated which is a Member of the Company.
ASIC	means the Australian Securities and Investments Commission
Board	means the board of directors of UQ Sport Ltd.
Business Day	means a day that is not a Saturday, Sunday or public holiday where the Office is located.
Chairman	includes an acting chairman under rule 10.5.
Committee	means a committee to which powers have been delegated by the Board under rule 17.7.
Company	means UQ Sport Ltd.
Constitution	means the constitution of the Company.
Corporations Act	means <i>Corporations Act 2001</i> (Cth) and <i>Corporations Regulations 2001</i> (Cth).
Director	means a person appointed or elected to the office of director of the Company and includes an alternate director appointed to the Board.
Executive Director	means the person appointed to that position under rule 20

Term	Definition
Executive Officer	for the purposes of rule 24, means a person who is concerned, or takes part in, the management of the Company (regardless of the person's designation and whether or not the person is a director of the Company).
External Director	means a Director appointed by the Board under rule 12.2(c)
Liability	for the purposes of rule 24, includes any claim, action, suit, proceeding, investigation, inquiry, damage, loss, cost or expense.
Member	means any person who becomes a member under the Corporations Act or this Constitution.
Members Present	means members present at a general meeting of the Company in person, or by their appointed representative, proxy, or attorney.
Non-Voting Membership	means those categories of membership which do not attract a right to vote under rule 5.6.
Office	means the registered office of the Company.
Officeholders	means those officers described in rule 12.1(c).
Officer	for the purposes of rule 24, means a director or Secretary of the Company or a person: <ul style="list-style-type: none"> (a) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company; (b) who has the capacity to affect significantly the Company's financial standing; or (c) under whose instructions or wishes the Board is accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the Board or the Company).
Proceedings	for the purposes of rules 24.2 and 24.4 has the meaning set out in rule 24.5.
Register	means the register of Members of the Company established under the Corporations Act.
Registered Address	means the address of the Member specified in the Register or another other address notified by the Member to the Company as the place they will accept service of notices.
Replaceable Rules	means the replaceable rules under the Corporations Act and includes any replaceable rules that become or may become a provision of the Corporations Act.
Retiring Director	means a Director who is required to retire under rule 12.34.
Seal	means the common seal of the Company if any.

Term	Definition
Secretary	means a person appointed as secretary of the Company and includes a person appointed to perform the duties of secretary.
University	means the University of Queensland.
University Members	means those members appointed in accordance with rule 5.2
Voting Membership	means those categories of membership which attract the right to vote under rule 5.6.

2.2 Interpretation

In this document:

- (a) a singular word includes the plural and vice versa;
- (b) a word which suggests one gender includes the other gender;
- (c) a reference to a clause, schedule, annexure or party is a reference to a clause of, and a schedule, annexure or party to, this document and references to this document include any schedules or annexures;
- (d) a reference to a party to this document or any other document or agreement includes the party's successors, permitted substitutes and permitted assigns;
- (e) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (f) a reference to a document or agreement (including a reference to this document) is to that document or agreement as amended, supplemented, varied or replaced;
- (g) a reference to this document includes the agreement recorded by this document;
- (h) a reference to legislation or to a provision of legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
- (i) if any day on or by which a person must do something under this document is not a Business Day, then the person must do it on or by the next Business Day;
- (j) a reference to a person includes a corporation, trust, partnership, unincorporated body, government and local authority or agency, or other entity whether or not it comprises a separate legal entity; and
- (k) a reference to 'month' means calendar month.

3 Objects and powers

3.1 Objects of Company

The objects of the Company are to assist the University in its educational purposes by promoting and developing sporting activities within the University and for the benefit of the University, including and without limitation to:

- (a) regulate, administer, deliver and manage sport and physical activity within the university through sporting and commercial means;
- (b) act as custodian of the university sporting traditions and club heritage and recognise the positive role UQ sporting clubs, sport and recreation has on campus life and the overall university experience;
- (c) promote, encourage and advance sport and physical activity programs, performances and services within the university, local and international communities;
- (d) apply, disseminate and commercialise evidence-based practices in sport, exercise and physical wellbeing and community programs;
- (e) in conjunction with the University plan, develop and source capital for sport, physical activity and clinical exercise science facilities;
- (f) control the insignia, colours, blazers and granting of awards;
- (g) coordinate and assist the sporting or other activities of constituent clubs and to represent the clubs both within the university and with outside sporting bodies;
- (h) be a member of and otherwise affiliate with or subscribe to any recognised, properly-constituted representative body of university sport within Australia;
- (i) adopt, formulate, issue, interpret, implement and amend from time to time such by-laws and regulations as are necessary for the implementation of these objects;
- (j) pursue through itself or other such entity, commercial arrangements including sponsorship and marketing opportunities as are appropriate to further these objects;
- (k) formulate or adopt and implement appropriate policies including policies in relation to university sport, representative selection, sexual harassment, equal opportunity, equity, drugs in sport, health, safety, infectious diseases and such other matters as arise from time to time as issues to be addressed;
- (l) do all that is reasonably necessary to enable these objects to be achieved and to enable the members to receive the benefits which these objects are intended to achieve;
- (m) cooperate or join with or support any association, organisation, society, individual whose activities or purposes are similar to those of the association;
- (n) make gifts or donations to the University;
- (o) have regard for the public interest in its operations; and
- (p) undertake and do all such things or activities as are necessary, incidental or conducive to the advancement of these objects.

3.2 Powers of the Company

The Company has all the powers of an individual and a body corporate, subject to rule 3.3.

3.3 No power to issue shares

The Company has no power to issue or allot shares.

4 Non-profit nature of the Company

4.1 Non-profit

- (a) The income and property of the Company must only be applied towards the promotion of the objects of the Company set out in this Constitution.
- (b) No income or property may be paid or transferred, directly or indirectly, to a Member except for payments to a Member:
 - (i) in return for services rendered by or goods supplied by the Member to the Company in the ordinary and usual course of business; or
 - (ii) as principal payments on money lent by the Member, and interest payments if the interest is at a commercial rate.

4.2 No distribution of profits to Members on winding up

- (a) Where property remains after the winding-up or dissolution of the Company, and satisfaction of all its debts and liabilities, it must not be distributed among the Members.
- (b) Property referred to in rule 4.2(a) must be either
 - (i) given to another fund, authority or institution which is an income tax exempt charitable entity with objects similar to the objects of the Company and a prohibition on distribution of its income and property among its members to an extent at least as great as is imposed on the Company under this Constitution; or
 - (ii) if a suitable organisation is not identified, the University.
- (c) The fund, authority or institution to receive property under rule 4.2(b) must be decided by the Voting Members at or before the time of the dissolution.

4.3 Limited liability on winding up

- (a) The liability of the Members is limited.
- (b) If the Company if it is wound up while a person is a Member, or within one year after the person ceases to be a Member, the person must contribute to the assets of the Company for:
 - (i) the payment of the debts and liabilities of the Company contracted before the person ceased to be a Member;

- (ii) the costs of winding up; and
 - (iii) the adjustment of the rights of the contributors among themselves.
- (c) The maximum liability of each Member under rule 4.3(b) is \$2.

5 Membership

5.1 Types of membership

The membership classes are:

- (a) University Members;
- (b) Affiliated Club members;
- (c) Life members; and
- (d) University Blue members.

5.2 University Members

- (i) The Board must admit to University membership four members appointed by the University.
- (b) The application must be in writing signed by the applicant and the University, and in the form the Board decides.
- (c) There will be no entrance fee or subscription payable by an applicant for University membership.
- (d) University members are entitled to the full rights and privileges of Voting Membership.

5.3 Affiliated Club members

- (a) The Board may admit to Affiliated Club membership of the Company any Affiliated Club.
- (b) Every applicant for Affiliated Club membership must submit a signed application in writing in the form the Board decides.
- (c) The entrance fee and subscription payable by an Affiliated Club member will be fixed by the Board. The Board must not accept an application for Affiliated Club membership unless the entrance fee and subscription have been received by the Company.
- (d) The Board may admit or reject an applicant for Affiliated Club membership without giving a reason. If the applicant is not admitted in due course, all money paid to the Company must be returned immediately in full without interest.
- (e) Affiliated Club members are entitled to the full rights and privileges of Non-Voting Membership.

5.4 Life members

- (a) Each life member of the unincorporated association formerly known as UQ Sport at the time of incorporation of the Company shall be a Life Member of the Company.

- (b) The Board may appoint as Life members of the Company, on terms the Board decides, up to three people in each year who because of their special qualifications are entitled, in the opinion of the Board, to the privilege.
- (c) Every applicant for Life membership must submit a signed application in writing in the form as the Board decides.
- (d) The entrance fee and subscription payable by a Life member will be fixed by the Board. The Board must not accept an application for Life membership unless the entrance fee and subscription have been received by the Company.
- (e) The Board may admit or reject an applicant for Life membership without giving a reason. If the applicant is not admitted in due course, all money paid by him or her to the Company must be returned immediately in full without interest.
- (f) Life members are entitled to the full rights and privileges of Non-Voting Membership.

5.5 University Blue members

- (a) Each university blue member of the unincorporated association formerly known as UQ Sport at the time of incorporation of the Company shall be a University Blue Member of the Company.
- (b) The Board may admit to University Blue membership of the Company any person who the Board decides is eligible for University Blue membership.
- (c) Every applicant for University Blue membership must submit a signed application in writing in the form as the Board decides.
- (d) The entrance fee and subscription payable by an University Blue member will be fixed by the Board. The Board must not accept an application for University Blue membership unless the entrance fee and subscription have been received by the Company.
- (e) The Board may admit or reject an applicant for University Blue membership without giving a reason. If the applicant is not admitted in due course, all money paid by him or her to the Company must be returned immediately in full without interest.
- (f) University Blue members are entitled to the full rights and privileges of Non-Voting Membership.

5.6 Voting rights of members

The entitlement of Members to vote on a show of hands and on a poll is as follows:

- (a) a University member has one vote;
- (b) a Affiliated Club member has no right to vote;
- (c) a Life Member has no right to vote; and
- (d) a University Blue member has no right to vote.

6 Rights of members

6.1 Right of participation

Each member of the Company has the right to:

- (a) attend and participate in discussions at a general meeting of the Company; and
- (b) nominate a person for appointment by the Board as a Director as outlined in rule 12.6(b)(ii)

7 Rights and obligations

7.1 Amount of fees and subscriptions payable

The donation amounts, entrance fees and the annual subscription fees for the various classes of membership are set by the Board.

7.2 Variation of rights of Members

While the membership is divided into different classes, the rights attached to any class (unless otherwise set out in application for membership of that class) may, whether or not the Company is being wound up, be varied with

- (a) the unanimous consent in writing of Voting Members; and
- (b) by special resolution passed at a separate meeting of the Members of the relevant class.

8 Financial records

8.1 Keeping of financial records

- (a) The financial year of the Company begins on 1 January and ends on 31 December.
- (b) Proper books and financial records must be kept recording the financial affairs of the Company. The Company must comply with the relevant accounting and auditing requirements of the Corporations Act.
- (c) The Board must lay before the Members at each annual general meeting the financial statements required under rule 7.1.

8.2 Banking of money

All the money of the Company must be deposited in an account in the name of the Company at a bank chosen by the Board.

8.3 Appointment of auditor

The Company must appoint a qualified auditor as required by the Corporations Act. No Member may act as auditor of the Company.

8.4 Inspection of records of the Company

- (a) The Board may decide whether and to what extent, and at what time and place and under what conditions the financial records and other documents of the Company or any of them will be open to the inspection by Members other than the Board.
- (b) No Member other than a Director has the right to inspect any document of the Company except as set out in the Corporations Act or as authorised by the Board.

9 General meetings

9.1 General meetings

- (a) General meetings of the Company may be called and held at the times and places and in the manner decided by the Board. Except as permitted by the Corporations Act, the Members may not convene a meeting of the Company. By resolution of the Board any general meeting (other than a general meeting which has been requisitioned or called by Members under the Corporations Act) may be cancelled or postponed before the date on which it is to be held.
- (b) The Chairman of a general meeting may exclude from the meeting any person:
 - (i) in possession of a pictorial-recording or sound-recording device;
 - (ii) in possession of a placard or banner;
 - (iii) in possession of an object considered by the Chairman to be dangerous, offensive or liable to cause disruption;
 - (iv) who refuses to produce or to permit examination of any object, or the contents of any object or container, in the person's possession;
 - (v) who behaves or threatens to behave in a dangerous, offensive or disruptive manner; or
 - (vi) who is not a Member (or a proxy, attorney or corporate representative of a Member), a Director or the auditor of the Company.
- (c) A person, whether or not a Member, who is invited by the Board or the Chairman to attend a general meeting, may be present.

9.2 Notice of general meeting

- (a) At least 21 days' notice of a general meeting must be given to Members by the Board in the form and in the manner the Board decides, subject to the Corporations Act. Inadvertent failure to give notice of any general meeting to a person entitled to notice does not invalidate a resolution passed at that meeting.
- (b) Subject to the Corporations Act, if the meeting is to be held at two or more places the notice must set out details of the technology used to conduct the meeting.

10 Proceedings of meetings

10.1 Business of general meetings

- (a) The business of an annual general meeting is:
 - (i) to receive and consider the financial and other reports required by the Corporations Act to be laid before each annual general meeting;
 - (ii) when relevant to appoint an auditor; and
 - (iii) to transact any other business which, under this document, is required to be transacted at any annual general meeting.
- (b) All other business transacted at an annual general meeting and all business transacted at other general meetings is special business.
- (c) Except with the approval of the Board, with the permission of the Chairman or under the Corporations Act, no person may move at any meeting either:
 - (i) any resolution or any amendment of a resolution about any special business of which notice has been given under rule 9.2; or
 - (ii) any other resolution which does not constitute part of special business of which notice has been given under rule 9.2.
- (d) The auditors and their representative may attend and be heard on any part of the business of a meeting concerning the auditors. The auditors or their representative, if present at the meeting, may be questioned by the Members, as a whole, about the audit.

10.2 Quorum

- (a) Two University members Present constitute a quorum at a general meeting except if the Company at any time has only one Member or where a class of Members is constituted by one Member.
- (b) If the requisite quorum is not present at the commencement of the business, no business can be transacted except the election of a chairman and the adjournment of the meeting.

10.3 Adjournment in absence of quorum

If within 15 minutes after the time specified for a general meeting a quorum is not present, the meeting, if convened upon a requisition or called by Members, is to be dissolved, and in any other case it is to be adjourned to the same day in the next week (or, where that day is not a Business Day, the Business Day next following that day) at the same time and place and if, at the adjourned meeting, a quorum is not present within 30 minutes after the time specified for holding the meeting, the meeting is to be dissolved.

10.4 Chairman

- (a) The Chairman of the Board must be chairman at every general meeting.
- (b) If at any general meeting:
 - (i) the Chairman of the Board is not present at the specified time for holding the meeting; or

- (ii) the Chairman of the Board is present but is unwilling to act as chairman of the meeting,

the Vice Chairman of the Board must be chairman at the meeting.

- (c) If at any general meeting:

- (i) there is no Chairman of the Board or Vice Chairman of the Board;
- (ii) the Chairman of the Board and Vice Chairman of the Board are not present at the specified time for holding the meeting; or
- (iii) the Chairman of the Board and the Vice Chairman of the Board are present but each is unwilling to act as Chairman of the meeting,

the Directors present may choose another Director as chairman of the meeting and if no Director is present or if each of the Directors present are unwilling to act as chairman of the meeting, a Member chosen by the Members Present may act as chairman of the meeting.

10.5 Acting Chairman

If during any general meeting the Chairman acting under rule 10.4 is unwilling to act for any part of the proceedings, the Chairman may withdraw from the chair during the relevant part of the proceedings and may nominate any person who immediately before the general meeting was a Director or who has been nominated for election as a Director at the meeting to be acting Chairman of the meeting during the relevant part of the proceedings. Upon the conclusion of the relevant part of the proceedings the acting Chairman is to withdraw and the Chairman is to retake the chair.

10.6 General conduct of meeting

- (a) Except as set out in the Corporations Act, the general conduct of each general meeting of the Company and the procedures to be adopted at the meeting are as decided by the Chairman.
- (b) The Chairman may at any time he or she considers it necessary for the proper and orderly conduct of the meeting demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members Present.
- (c) The Chairman may require the adoption of any procedure which is in the Chairman's opinion necessary or desirable for the proper and orderly casting or recording of votes at any general meeting of the Company, whether on a show of hands or on a poll.

10.7 Adjournment

- (a) The Chairman may at any time during the course of the meeting adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion and may adjourn any business, motion, question, resolution, debate or discussion either to a later time at the same meeting or to an adjourned meeting.
- (b) If the Chairman exercises a right of adjournment of a meeting under this rule, the Chairman has the sole discretion to decide whether to seek the approval of the Members

Present to the adjournment and, unless the Chairman exercises that discretion, no vote may be taken by the Members Present in respect of the adjournment.

- (c) No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

10.8 Voting

- (a) Each question submitted to a general meeting must be decided in the first instance by a show of hands of the Members Present and entitled to vote. Subject to rule 10.8(b) in the case of an equality of votes, the Chairman has, both on a show of hands and at a poll, a casting vote in addition to the vote or votes to which the Chairman may be entitled as a Member or as a proxy, attorney or, if applicable, a duly appointed corporate representative of a Member.
- (b) On a show of hands, where the Chairman has two or more appointments that specify different ways to vote on a resolution, the Chairman must not vote as a proxy but has a casting vote in the case of an equality of votes cast by Members entitled to vote at the meeting.

10.9 Declaration of vote on a show of hands – when poll demanded

- (a) At any meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been passed or lost, having regard to the majority required, and an entry to that effect in the book to be kept of the proceedings of the Company signed by the Chairman of that or the next succeeding meeting, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution. A poll may be demanded:
 - (i) before a vote is taken;
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.
- (b) A poll may be demanded by:
 - (i) the Chairman;
 - (ii) at least two University members Present entitled to vote on the resolution
- (c) No poll may be demanded on the election of a Chairman of a meeting.

10.10 Taking a poll

- (a) If a poll is demanded under rule 10.9, it must be taken in the manner and at the time and place the Chairman directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.
- (b) The demand for a poll may be withdrawn.
- (c) In the case of any dispute about the admission or rejection of a vote, the Chairman's decision is final.

10.11 Continuation of business

A demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on any question of adjournment is to be taken at the meeting immediately and without adjournment.

10.12 Special meetings

Rules about general meetings apply to any special meeting of any class of Members held under this document or the Corporations Act.

11 Votes of members

11.1 Voting rights

- (a) The entitlement of Members to vote on a show of hands and on a poll is as set out in rule 5.6.
- (b) If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law about mental health, his committee or trustee or other person who has the management of his estate may exercise any rights of the Member about a general meeting as if the committee, trustee or other person were the Member.
- (c) If the person appointed as proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands.

11.2 Appointment of proxies

- (a) Any Member entitled to vote at a general meeting may appoint one proxy.
- (b) A proxy need not be a Member entitled in their own right to vote.
- (c) The document appointing a proxy (and the power of attorney, if any, under which it is signed or proof of the power of attorney to the satisfaction of the Board) must be deposited duly stamped (if necessary) at the Office, faxed to the Office or deposited, faxed or sent by electronic mail to any other place specified in the notice of meeting, at least 48 hours (or a lesser period as the Board may decide and stipulate in the notice of meeting) before the time for holding the meeting or adjourned meeting or poll at which the person named in the document proposes to vote.
- (d) No document appointing a proxy is, except as set out in this rule, valid after the expiration of 12 months after the date of its execution. Any Member may deposit at the Office an document duly stamped (if necessary) appointing a proxy and the appointment is valid for all or any stipulated meetings of the Company until revocation.

11.3 Voting by corporation

- (a) Any corporation, being a Member, may by resolution of its directors or other governing body or by proxy document, authorise any person, though not a Member, or any person occupying a particular office, to act as its representative.

- (b) That representative is entitled to exercise for the corporation the same powers at meetings as the corporation.

11.4 Validity of vote

- (a) A vote given as required by the terms of an proxy document or power of attorney is valid despite:
 - (i) the previous death or unsoundness of mind of the principal; or
 - (ii) the revocation of the proxy document or power of attorney in respect of which the vote is given,

if no written notice of the death, unsoundness of mind or revocation has been received at the Office before the meeting or any adjourned meeting.

- (b) A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes on the resolution for which the proxy is proposed to be used.

11.5 Form and execution of proxy document

- (a) A document appointing a proxy must be in writing signed by the appointor or his or her attorney. If the appointor is a corporation the appointment must be signed by a duly authorised officer, in a form acceptable to the Board.
- (b) The proxy document is deemed to include the right to demand or join in demanding a poll and (except to the extent to which the proxy is specifically directed to vote for or against any proposal) the power to act generally at the meeting for the person giving the proxy.
- (c) A document appointing a proxy, unless the contrary is stated, is valid for any adjournment of the meeting, as well as for the meeting to which it relates. Any duly signed proxy which is incomplete may be completed by the Secretary on authority from the Board and as permitted by the Corporations Act and the Board may authorise completion of the proxy by the insertion of the name of any Director as the person in whose favour the proxy is given.

11.6 Board to issue forms of proxy

- (a) The Board may issue with any notice of general meeting of Members or any class of Members, forms of proxy for use by the Members.
- (b) Each form must enable the Member to write in the proxy's name. It may provide that if the Member leaves this blank, the proxy is to be a person named on the form.
- (c) The form may include the names of any of the Directors, or of any other person, as a suggested proxy.
- (d) The forms must allow the Member to direct the proxy to vote for or against (or abstain from voting on) any proposed resolution.

11.7 Attorneys of members

A Member may appoint an attorney to act on the Member's behalf at all or specified meetings of the Company. The power of attorney or proof of the power of attorney must be delivered to the

Office or elsewhere as directed, with evidence to the satisfaction of the Board of the due execution of the power of attorney. The attorney may appoint a proxy for the Member.

12 The Board

12.1 Directors

- (a) The names of the first Directors are those persons named as directors in the application for registration of the Company.
- (b) The number of Directors (not including alternate Directors) is required to be the number, not being less than three nor more than nine.
- (c) The Board includes a Chairman appointed in accordance with clause 12.3.

12.2 Appointment of Directors

The Directors are to be:

- (a) The University Members;
- (b) The Executive Director of UQ Sport Ltd;
- (c) Up to four External Directors who are appointed by the other Directors and may subsequently be removed by a resolution of the University Members.

12.3 Appointment of Chairman

The Chairman will be appointed by a resolution of the Directors from among the University Members and the External Directors..

12.4 Retirement of Directors

- (a) Subject to rules 12.5 and 12.7, within two months of each anniversary of the date of incorporation of the Company, the Board must consider and decide which, if any, of the Directors are to retire within the next 12 months.
- (b) Except where a Director must retire from office in accordance with clause 12.5, a Director (other than the Executive Director and other than any Director who is a University Member) must retire from office at the conclusion of the fourth year following his or her appointment as a Director.
- (c) All Directors are eligible for reappointment for up to three consecutive terms.
- (d) If there is any query or dispute, the Board is to determine which of the External Directors are to retire.
- (e) A Director who is a University Member will hold office until the Director ceases to be a University Member.

- (f) To avoid any doubt, the intention is that at all times the University Members will be Directors.

12.5 Retirement following incorporation – transitional provisions only

- (a) At the general meeting following the date that is two years after the date of incorporation of the Company, 50% of the External Directors must retire from office.

12.6 Qualification for membership of the Board

- (a) All Directors must be natural persons.
- (b) Directors who are appointed by the Board under rule 12.2(c)
- (i) must, in the reasonable opinion of the Board, understand and possess a genuine desire to maintain, the history and tradition of sporting activities within the University; and
 - (ii) may be nominated by the Non-Voting Members.

12.7 Casual vacancies

- (a) The Board has power to appoint a qualified person as a Director to fill a casual vacancy among the Board.
- (b) Any person appointed under this rule holds office until the next general meeting when an election must be held to fill the vacancy. Any person appointed to fill a casual vacancy under this rule is eligible for election at that general meeting and the period during which the person held office for that purpose does not constitute a term for the purpose of rule 12.4(c).

13 Vacation of office

13.1 Resignation

A Director may resign from the Board by written notice delivered to the Secretary. The resignation takes effect when the notice is received by the Secretary, or on a later date specified in the notice.

13.2 Removal

- (a) An External Director may be removed from office by a resolution of the University Members. At the general meeting where the resolution is considered, the Director must be given the opportunity to present his or her case orally or in writing.
- (b) An External Director is removed from office at the Board meeting following the Secretary receiving, in writing, a direction from the University members that the Director be removed.

13.3 Disqualification

- (a) The office of a Director is vacated:
- (i) upon a Director becoming an insolvent under administration, suspending payment to creditors, or compounding with or assigning the Director's estate for the benefit of creditors;
 - (ii) upon a Director becoming a person of unsound mind or is a patient under laws about mental health, or whose estate is administered under laws about mental health;
 - (iii) upon a Director being absent from meetings of the Board for three consecutive calendar months without leave of absence from the Board where the Board has not, within 14 days of having been served by the Secretary with a notice giving particulars of the absence, resolved that leave of absence be given;
 - (iv) upon a Director resigning office by written to the Company;
 - (v) upon a Director being removed from office under the Corporations Act; or
 - (vi) upon a Director being prohibited from being a director by reason of the operation of law.
- (b) Any office of a Director that is vacated under rule 13.3(a) will be a casual vacancy for the purpose of rule 12.7.

13.4 Directors who are employees of the Company

The office of a Director who is an employee of the Company or any of its subsidiaries, becomes vacant upon the Director ceasing to be employed (so that the Director is no longer employed by the Company or any subsidiary of the Company) but the person concerned is eligible for reappointment or re-election as a Director of the Company.

14 Officeholders

14.1 Appointment to office

- (a) The Officeholders continue to hold office until the earliest of:
- (i) their resignation (under rule 14.2);
 - (ii) their removal (under rule (b)); or
 - (iii) the date upon which the Officeholder ceases to be a Director.
- (b) The University Members have the power at any time to remove a Director from the position of Chairman and to appoint one of the Directors or another person eligible to be a director as the Chairman in order to fill a vacancy in that position
- (c) The Board has the power at any time to remove a Director from the position of Vice-Chairman and to appoint one of its members as the Vice-Chairman in order to fill a vacancy in that position.

14.2 Resignation

Any Officeholder may resign by written notice delivered to the Secretary. The resignation takes effect when the notice is received by the Secretary or on a later date specified in the notice.

15 Exercise of voting power

15.1 Exercise of voting power in other corporations

The Board may exercise the voting power conferred by the shares in any corporation owned by the Company at the Board's discretion (including voting in favour of any resolution appointing any of the Directors as directors of that corporation). A Director may vote in favour of the exercise of those voting rights even if the Director is, or may be about to be appointed, a director of that other corporation and may be interested in the exercise of those voting rights.

16 Alternate Directors

16.1 Director may appoint an alternate

- (a) Subject to this document, a Director may appoint a person to act as their alternate, whether for a stated period or a specified event happens, whenever the Director is unable to attend to their duties.
- (b) The Director must obtain the prior consent of the Board to the appointment, and this consent must not be unreasonably withheld or delayed. The appointment must be in writing and signed by the Director. A copy of the appointment must be delivered or sent to the Office.
- (c) The appointment takes effect on receipt of the appointment at the Office.

16.2 Conditions of office of alternate

The following provisions apply to an alternate Director:

- (a) an alternate may be removed or suspended from office on receipt at the Office of written notice from the appointing Director;
- (b) the alternate must be given notice of meetings of the Board and may attend and vote at the meetings if the appointing Director is not present;
- (c) the alternate may exercise all the powers (except the power to appoint an alternate) and perform all duties of a Director, in so far as the appointing Director had not exercised or performed them;
- (d) the office of the alternate is vacated upon vacation of office by the appointing Director, or written resignation to the Company by the appointing Director;
- (e) the alternate is not to be taken into account in deciding the number of Directors or rotation of Directors; and
- (f) the alternate is, while acting as a Director, responsible to the Company for the alternate's own acts and defaults and is not to be deemed to be the agent of the Director by whom the alternate was appointed.

17 Proceedings of the Board

17.1 Procedures about Board meetings

- (a) The Board may meet together, upon each Director being given reasonable notice, for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Until otherwise decided by the Board, three Directors, two of whom must be University Members, form a quorum.
- (c) Notice is considered given to a Director, and all Directors are considered to have consented to the method of giving notice, if notice is sent by mail, personal delivery, facsimile transmission or by electronic mail to the usual place of residence, fax number or electronic address of the Director (if any fax number or electronic address is notified to the Company) or at any other address given to the Secretary by the member subject to the right of the Director to withdraw the consent within a reasonable period before a meeting.

17.2 Meetings by telephone or other means of communication

- (a) The Board may meet either in person or by telephone or by other means of communication consented to by all Directors subject to the right of a Director to withdraw their consent within a reasonable period before a meeting.
- (b) All persons participating in the meeting must be able to hear and be heard by all other participants.
- (c) A meeting conducted by telephone or other means of communication is deemed to be held at the place agreed upon by the Directors attending the meeting, if one or more of the Directors present at the meeting is at that place for the duration of the meeting.

17.3 Votes at meetings

Questions arising at any Board meeting are decided by a majority of votes. The Chairman has a casting vote if the votes are equal.

17.4 Convening of meetings

A meeting of the Board must be convened if:

- (a) called by the Chairman or the Board at any time, or
- (b) called by the Secretary, upon the request of any Director.

17.5 Chairman of meetings

- (a) The Chairman of the Board is entitled to chair all meetings.
- (b) If the Chairman is not present or able or willing to chair a meeting, the Vice-Chairman will chair the meeting.
- (c) If no Vice-Chairman is elected or if at any meeting the Chairman and the Vice-Chairman are not present at the time specified for holding the meeting (or, if being present, are unwilling to act as Chair), the Directors present may choose one of their number to chair the meeting.

17.6 Powers of meetings

A meeting of the Board or any adjournment of a meeting at which a quorum is present is competent to exercise any of the authorities, powers and discretions for the time being vested in or exercisable by the Board.

17.7 Delegation of powers to Committees

- (a) The Board may, subject to the law, delegate any of its powers to Committees consisting of one or more Directors or any other person the Board thinks fit.
- (b) A delegate of the Board may be authorised to sub-delegate any of the powers for the time being vested in the delegate.

17.8 Proceedings of Committees

- (a) Committee proceedings are governed by the proceedings in this document that apply to meetings and proceedings of the Board.
- (b) A Committee must follow instructions imposed by the Board.
- (c) A Committee is under the control and direction of the Board and has no power in the management of the Company.

17.9 Validity of acts

- (a) Acts of the Board, a Committee or a Director, even if it is afterwards discovered that there was some defect in the appointment of any of the Directors or the Committee or that any of them were disqualified, are valid as if each person was duly appointed and qualified, and continued to be a Director or a member of the Committee (as the case may be).
- (b) If the number of Directors is reduced below the minimum number fixed under this document, the continuing Directors may act to increase the number of Directors to that number, or to call a general meeting of the Company, but for no other purpose.

17.10 Resolution in writing

- (a) A resolution in writing of which notice has been given to all Directors and which is signed by all the members entitled to vote on the resolution is as valid and effectual as if it had been passed at a meeting of the Board. It may consist of several documents in the same form each signed by one or more of the Directors.
- (b) For the purposes of this rule the references to '**Director**' include any alternate for the time being present in Australia who is appointed by a Director not for the time being present in Australia but does not include any other alternate Director.
- (c) A facsimile transmission or other document produced by mechanical or electronic means under the name of a Director with their authority is deemed to be a document in writing signed by that Director.

18 Powers of the Board

18.1 General powers of the Board

- (a) The management and control of the business and affairs of the Company are vested in the Board, which (in addition to the powers and authorities conferred upon them by this document) may exercise all powers and do all things as are within the power of the Company and are not by this document or by Corporations Act directed or required to be exercised or done by the Company in general meeting..
- (b) The Board may make regulations and by-laws consistent with the Constitution, which in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Company's finances, affairs and property, or are necessary for the convenience, comfort and well-being of the Members (including the terms of entry of Members to the Company's premises and any event or function sponsored, promoted, facilitated or conducted by the Company) and amend or rescind any regulations and by-laws.

18.2 Directors may contract with Company

- (a) A Director is not disqualified by the office of director from contracting or entering into any arrangement with the Company or any other person either as buyer, seller or otherwise. No contract or arrangement with the Company or any other person by a Director or any contract or arrangement by or for the Company or any other person in which a Director is in any way interested may be avoided for that reason.
- (b) A Director need not account to the Company for any profit realised by any contract or arrangement, by reason of holding the office of or of the fiduciary relationship established by the office.
- (c) No Director may as a director vote in respect of any contract or arrangement in which the Director has directly or indirectly any material personal interest if to do so would be contrary to the Corporations Act and if the Director does vote his vote may not be counted. The Director must not be counted in the quorum present at the meeting. These prohibitions may be relaxed or suspended by ordinary resolution passed at a general meeting, subject to the Corporations Act.
- (d) A Director interested in any contract or arrangement may, despite the interest, attest the affixing of the Seal to, or otherwise sign any document evidencing or otherwise connected with the contract or arrangement.

19 Company Secretary

The Secretary holds office on the terms and conditions the Board decides.

20 Executive Director

- (a) The Board shall appoint the Executive Director, under rule 12.2(b), for the period and on the terms as it sees fit and may appoint or delegate to the Executive Director the power to appoint officers and employees at the salaries and for the periods and on the terms as it thinks fit and may, subject to conditions of the employment of those officers or employees, dispense with their services and re-appoint or appoint other officers and employees as it sees fit.
- (b) The Executive Director will have the duties and responsibilities conferred on him or her by the Board.

21 The Seal

21.1 Company Seal is optional

The Company may have a Seal.

21.2 Affixing the Seal

- (a) The Seal must only be used with the authority of the Board.
- (b) Every document to which the Seal is affixed must be signed by a Director and countersigned by the Secretary or by a second Director, or another person appointed by the Board for the purpose.
- (c) The Board may affix a signature by mechanical means.

21.3 Execution of documents without a Seal

The Company may sign a document without a seal, including a deed, by having the document signed by:

- (a) two Directors; or
- (b) a Director and the Secretary.

21.4 Other ways of executing documents

Despite rules 21.2 and 21.3, any document including a deed, may also be signed by the Company in any other manner permitted by law.

22 Minutes

22.1 Contents of minutes

The Board must ensure that minutes are duly recorded in any manner it thinks fit and include:

- (a) the names of the Directors present at each meeting of the Company, the Board and of Committees; and
- (b) details of all resolutions and proceedings of general meetings of the Company and of meetings of the Board and Committees.

22.2 Signing of minutes

The minutes of a meeting of the Board or of a Committee or of the Company, if signed by the Chairman of the meeting or by the Chairman of the next meeting, are prima facie evidence of the matters stated in the minutes.

23 Notices

23.1 Service of notices

- (a) A notice may be given by the Company to a Member, or in the case of joint Members, to the Member whose name stands first in the Register:
 - (i) personally;
 - (ii) by leaving it at the Member's Registered Address;
 - (iii) by sending it by prepaid post or facsimile transmission to the Member's Registered Address; or
 - (iv) by sending it to the electronic address (if any) nominated by the Member.
- (b) All notices sent by prepaid post to Members whose Registered Address is not in Australia may be sent by airmail or some other way that ensures that it will be received quickly.

23.2 When notice deemed to be served

- (a) A notice sent by post is considered served at the expiration of 48 hours after the envelope containing the notice is posted. It is sufficient to prove that the envelope containing the notice was properly addressed and posted.
- (b) A notice served on a Member personally or left at the Member's Registered Address is considered served when delivered.
- (c) A notice served on a Member by facsimile transmission is considered served when the transmission is sent. A facsimile is considered sent when the Company's facsimile system generates a message confirming successful transmission of the total number of pages of the notice to the addressee.
- (d) A notice served on a Member by electronic means is considered served when the electronic message is sent.

23.3 Member not known at Registered Address

Where a Member does not have a Registered Address or where the Company has bona fide reason to believe that a Member is not known at the Member's Registered Address, all future notices are considered given to the Member if the notice is exhibited in the Office, for a period of 48 hours (and is considered served at the commencement of that period), until the Member informs the Company of a Registered Address.

23.4 Signature to notice

The signature on any notice given by the Company may be written or printed.

23.5 Reckoning of period of notice

Where a given number of days' notice or notice extending over any other period is required to be given, the day of service is not to be counted in the number of days or other period.

23.6 Service on deceased Members

A notice delivered or sent by post to the Registered Address of a Member under these rules is (despite that the Member is then dead and whether or not the Company has notice of the Member's death) considered served and the service is for all purposes deemed to be sufficient service of the notice or document on the Member's heirs, executors or administrators.

23.7 Persons entitled to notice of general meeting

(a) Notice of every general meeting is to be given to:

- (i) each Member individually;
- (ii) each Director; and
- (iii) the auditor for the time being of the Company.

(b) Other persons may receive notices of general meetings at the discretion of the Chairman.

23.8 Notification of change of address

Every Member must notify the Company of any change of his or her address and any new address must be entered in the Register. Upon entry it becomes the Member's Registered Address.

24 Indemnity and insurance

24.1 Indemnity in favour of Directors, Secretaries and Executive Officers

Subject to the Corporations Act and rule 24.2, the Company must indemnify each Director, Secretary and Executive Officer to the maximum extent permitted by law, against any Liability incurred by them because of their holding office as, and acting in the capacity of, director, Secretary or Executive Officer of the Company, other than:

- (a) a Liability owed to the Company or a related body corporate of the Company;
- (b) a Liability for a pecuniary penalty order under section 1317G Corporations Act or a compensation order under section 1317H Corporations Act; or
- (c) a Liability owed to a person other than the Company that did not arise out of conduct in good faith.

24.2 Indemnity for legal costs

The Company must indemnify each Director, Secretary and Executive Officer to the maximum extent permitted by law, against any Liability for legal costs incurred by them in respect of a Liability incurred by them because of their holding office as, and acting in the capacity of, director, Secretary or Executive Officer of the Company other than for legal costs incurred:

- (a) in defending or resisting Proceedings, in which the Director, Secretary or Executive Officer is found to have a Liability for which they could not be indemnified under rule 24.1;
- (b) in defending or resisting criminal Proceedings in which the Director, Secretary or Executive Officer is found guilty;
- (c) in defending or resisting Proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this rule 24.2(c) does not apply to costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing Proceedings for the court order); or
- (d) in Proceedings for relief to the Director, Secretary or Executive Officer under the Corporations Act in which the court denies the relief.

24.3 Indemnity for employees

Subject to the Corporations Act and rule 24.4, the Company may indemnify an employee, who is not a Director, Secretary or Executive Officer of the Company, to the maximum extent permitted by law, against any Liability incurred by them because of their holding office as, and acting in the capacity of, an Officer of the Company, other than:

- (a) a Liability owed to the Company or a related body corporate of the Company;
- (b) a Liability for a pecuniary penalty order under section 1317G Corporations Act or a compensation order under section 1317H Corporations Act; or
- (c) a Liability owed to a person other than the Company that did not arise out of conduct in good faith.

24.4 Indemnity for legal costs of employees

The Company may indemnify an employee other than a Director, Secretary or Executive Officer to the maximum extent permitted by law, against any Liability for legal costs incurred in respect of a Liability as, or because of their holding office as, and acting in the capacity of, an Officer of the Company other than for legal costs incurred:

- (a) in defending or resisting Proceedings, in which the Officer is found to have a Liability for which they could not be indemnified under rule 24.3;
- (b) in defending or resisting criminal Proceedings in which the Officer is found guilty;
- (c) in defending or resisting Proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this rule 24.4 does not apply to costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing Proceedings for the court order); or

- (d) in proceedings for relief to the Officer under the Corporations Act in which the court denies the relief.

24.5 Proceedings

For the purposes of rule 24.2 and 24.4, 'proceedings' includes the outcomes of the proceedings and any appeal about the proceedings.

24.6 Insurance for the benefit of Directors, Secretaries and Executive Officers

Subject to the Corporations Act, the Company may pay a premium for a contract insuring a person who is or has been a Director, Secretary or Executive Officer of the Company acting in that capacity against:

- (a) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- (b) a liability arising from negligence or other conduct.

24.7 Insurance for other Officers

Subject to the Corporations Act, the Company may pay a premium for a contract insuring a person who is or has been an employee and also an Officer of the Company, acting in that capacity, but who is not a Director, Secretary or Executive Officer of the Company against:

- (a) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- (b) a Liability arising from negligence or other conduct.

24.8 When insurance may not be provided by the Company

The Company must not pay, nor agree to pay, a premium for a contract insuring a person who is or has been a Director, Secretary or Executive Officer or an employee who is also an Officer of the Company, against a Liability (other than one for legal costs) arising out of:

- (a) conduct involving a wilful breach of duty about the Company; or
- (b) a contravention of section 182 or section 183 Corporations Act.