



# **CONSTITUTION**

**- of -**

## **BOXING AUSTRALIA INCORPORATED**

**as at 4 June 2011**

**Associations Incorporation Act (ACT) - registration number A01728**

**CONSTITUTION  
of  
BOXING AUSTRALIA INC**

**1. Name**

1.1 The name of the association is **Boxing Australia Inc** (“BAI”).

**2. Head Office**

2.1 BAI's head office shall be located where the Board of Directors determine.

**3. Objects of BAI**

3.1 BAI is the peak body for the administration of Amateur boxing in Australia and is established to:

- (a) affiliate and otherwise liaise with the International Boxing Association (“AIBA”) or its successor and such other bodies as may be desirable to achieve these Objects;
- (b) conduct, develop, promote, and administer Amateur boxing activities throughout Australia;
- (c) promote the economic and sporting success of BAI and each Member Association and to act interdependently with each Member Association in pursuit of these Objects;
- (d) establish a uniform code of competition rules for Amateur boxing in Australia, and control national and international meetings, competitions and championships including appointment of national teams and officials;
- (e) implement appropriate 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 arise from time to time as issues to be addressed in Amateur boxing; and
- (f) represent the interests of its Members and of Amateur boxing generally in any appropriate forum.

**4. Powers of BAI**

4.1 Solely for furthering the Objects, BAI has the legal capacity and powers of a company as set out under section 124 of the Corporations Act 2001 (Cth.), in addition to any powers it has under the Act.

4.2 Subject to the mandates of this Constitution, and to the laws (written and unwritten) of the Commonwealth, the States and the Territories of Australia, as in force from time to time, BAI will at all times be obliged to use its best endeavours to comply with:

- (a) the Bylaws and Rules of AIBA, as in force from time to time; and
- (b) any directive issued by AIBA to BAI which is issued consistently with:
  - (A) the Statutes, Bylaws and Rules of AIBA; and
  - (B) the laws of the Swiss Confederation and of the Canton of Vaud; as in force from time to time.

## **5. Application of Income**

5.1 The income and property of BAI shall be applied solely towards the promotion of the Objects.

5.2 No portion of the income or property of BAI shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.

5.3 No remuneration or other benefit in money or money's worth shall be paid or given by BAI to any Member who holds any office of BAI.

5.4 Nothing contained in this section shall prevent payment in good faith to any Member:

- (i) for any services actually rendered to BAI whether as an employee or otherwise;
- (ii) for goods supplied to BAI in the ordinary and usual course of business;
- (iii) of interest on money borrowed from any Member;
- (iv) of rent for premises demised or let by any Member to BAI;
- (v) for any out-of-pocket expenses incurred by the Member on behalf of BAI;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arms length in a similar transaction.

## **6. Addition Alteration or Amendment of Constitution**

6.1 No amendment shall be made to this Constitution unless it has been approved by Special Resolution.

## **7. Dissolution**

7.1 BAI may be wound up in accordance with the provisions of the Act.

## **8. Liability upon winding up**

### ***Liability of Members on Winding Up***

8.1 The liability of a member association to contribute towards the payment of the debts and liabilities of BAI or the costs, charges and expenses of the winding up of BAI is limited to the amount (if any) unpaid by the member in respect of membership of BAI.

## **9. Distribution of Property on Winding Up**

9.1 If upon winding up or dissolution of BAI there remains after satisfaction of all its debts and liabilities any assets or property, the same shall be paid to or distributed to an organisation or organisations having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their members. Such organisation to be determined by the Member Associations at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of the Australian Capital Territory as may have jurisdiction in the matter.

## **10. Interpretation**

10.1 In this Constitution unless the contrary intention appears:

**Act** means the *Associations Incorporation Act 1991 (ACT)*.

**Amendment** in relation to this or any other constituent document includes additions, deletions and changes.

**BAI** means Boxing Australia Incorporated.

**Board** means the Board of Directors of BAI constituted under this Constitution (being the Committee for the purposes of the Act).

**Boxer** means an Individual who is registered as a boxer by a Member Association.

**Boxing** means the sport of Amateur boxing.

**Boxing Official** means a timekeeper, gloving steward, referee, judge, coach, match maker, promoter, team manager, committee member or some other official who is registered with a Member Association.

**By-Laws** means by-laws made by seventy-five per cent majority vote of the Board of Directors of BAI and which shall operate from such adoption but which to continue operating must at the next meeting of the Council of BAI after their adoption by the Board of Directors be confirmed as a By-Law by the Council.

**Chairperson** means the Chairperson for the time being of the Board of Directors of BAI.

**Chief Executive Officer** means the Chief Executive Officer of BAI for the time being appointed under this Constitution.

**Club** means an organisation affiliated to a Member Association.

**Competition** means and includes:

- (i) any Amateur championship or Amateur competition boxing bout (national or otherwise) organised or conducted by a Member Association;
- (ii) any Amateur championship or Amateur competition boxing bout sponsored by or conducted by or on behalf of BAI; or
- (iii) any international Amateur competition or Amateur championship boxing bout at which BAI is represented.

**Competitor** means a Boxer.

**Constitution** means the Constitution of BAI.

**Council** means the collective of Delegates appointed to hold Council Meetings.

**Council Meeting** means any Council Meeting including the Annual Council Meeting.

**Delegate** means the person elected or appointed from time to time by a Member Association to represent and act on behalf of the Member Association at Council Meetings, and includes Alternate Delegates (where appointed).

**Director** means a member of the Board and includes any person acting in that capacity from time to time.

**Financial year** means the twelve month period ending 30 June each year.

**Individual** does not include associations, corporations and bodies politic.

**Individual Member** means an individual who is a financial member of a Member Association.

**Intellectual Property** means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to BAI or any event, competition, championship, meeting or boxing activity of or conducted, promoted or administered by BAI.

**Life Member** means an individual upon whom Life Membership of BAI has been conferred.

**Member** means a member for the time being of BAI including Delegates and Directors.

**Member Association** means and includes those state or territory boxing associations recognised in this constitution, subject to their membership not having been terminated.

**Objects** means the Objects of BAI.

**Official** means an individual elected or appointed to any position within BAI or the Member Associations.

**President** means the Chairperson of BAI'.

**Professional**, in relation to an individual, means they are a professional boxer, or have in the last five years been a professional boxer or have been associated with professional boxing as a timekeeper, gloving steward, referee, judge, coach, assistant coach, match maker, promoter, boxer's manager, or as some other official.

**Simple majority** means more than half of the votes capable of being exercised.

**Special Resolution** means a resolution passed:

- (a) at a Council Meeting of BAI of which 21 days written notice, accompanied by a copy of the resolution and notice of intention to propose it as a Special Resolution, has been given to the Member Associations and their currently appointed Delegate in accordance with this Constitution; and
- (b) by at least three quarters of those Member Associations entitled to vote.

**State** means a State of Australia and includes (where appropriate) the Northern Territory and the Australian Capital Territory.

**State Acts** means the state and territory associations incorporation legislation (by whatever name called) governing the Member Associations, including the Act.

**Toughman contest** means the practice of staging fist-fights without stringent class, weight and age pairing, often involving untrained and unconditioned individuals, which contests are not approved by BAI, a Member Association or by a member of an

AIBA-recognised national association.

10.2 Expressions referring to “writing” shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including facsimile and messages sent by electronic mail.

10.3 In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other gender;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person; and
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).

10.4 If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If it cannot be read down it shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of the Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

10.5 BAI is established solely for the Objects.

10.6 The model rules referred to in the Act are displaced by this Constitution.

10.7 Notwithstanding anything which might otherwise be contained in this Constitution, no boxer or boxing official who participates in any boxing bout or other event organised, sponsored and/or otherwise authorised by AIBA, World Series of Boxing SA (“WSB”) and/or a Franchisee or Franchisees of WSB:

- (a) under contract to WSB and/or a Franchisee or Franchisees of WSB; or
  - (b) with the prior written approval of the Board;
- shall be deemed to be a professional by reason only thereby.”

## **11. Member Associations and membership**

### ***Recognition of Member Associations***

11.1 At the adoption of this constitution the following entities are recognised by BAI as Member Associations.

Boxing ACT Inc  
Boxing NSW Inc  
Boxing NT Inc  
Boxing Queensland Inc  
Boxing SA Inc  
Boxing Tasmania Inc  
Boxing Victoria Inc  
Boxing WA Inc

### ***Limitation on number of members of BAI***

11.2 Only one boxing association per state or territory may hold membership of BAI at any one time.

### ***New Member Associations***

11.3 If at any time there is no incorporated association recognized by BAI as the Member Association for a particular State or Territory, BAI may by Special Resolution grant membership to an applicant organisation meeting the conditions of membership set out in this constitution.

### ***Conditions of Membership***

11.4 As a condition of membership of BAI (and continuance thereof), each Member Association shall meet the following conditions or its membership shall automatically be suspended and upon a recommendation from the Board the Council of BAI will consider termination of its membership:

- (i) be an incorporated association;
- (ii) be substantially involved in the administration and promotion of Amateur boxing in the State or Territory of its incorporation, or have the capacity to be so involved;
- (iii) provide BAI with copies of its audited accounts, annual report, and list of office-bearers, within 14 days following its annual general meeting;
- (iv) take all steps necessary to ensure its constituent documents are in a form acceptable to BAI and shall ensure its documents are amended in conformity with this Constitution and with future amendments to this Constitution, subject to any prohibition or inconsistency in any relevant State Act;
- (v) provide BAI with a copy of any amendments to its constituent documents within 14 days of adoption of same;
- (vi) adopt, comply with and where appropriate enforce BAI's By-Laws and any other rules and policies made by BAI under this Constitution including without limitation BAI's Anti-Doping Policy and Member Protection Policy;
- (vii) provide in its constituent documents that each member of the Member Association and each person registered with a Member Association agrees that:
  - (A) they shall be bound by and shall observe BAI's Anti Doping Policy as

- amended from time to time; and
- (B) that BAI's Anti Doping Policy as amended from time to time is enforceable against them;
- (viii) provide in its constituent documents that each Club which is a member of the Member Association shall by virtue of its continuing membership, and/or by signing an application for membership, of the Member Association agree that in relation to the Club's and each Club members involvement in amateur boxing:
- (A) they shall be bound by and shall observe BAI's Anti Doping Policy as amended from time to time; and
- (B) that BAI's Anti Doping Policy as amended from time to time is enforceable against them.
- (ix) each year within 14 days of 1st September and 1st March provide BAI with an accurate record of its Members, registered boxers, registered coaches and registered officials including Referees and Judges'.

11.5 An application for membership shall not be accepted unless the conditions of membership are met.

11.6 Failure to comply with the conditions of membership renders a Member Association liable to disciplinary action.

### ***Operation of Constitution***

11.7 BAI and the Member Associations agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and the sport of boxing are to be conducted, encouraged, promoted and administered in Australia;
- (b) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of boxing and its maintenance and enhancement;
- (c) to make full and proper disclosure to each other of all matters of importance to BAI and boxing;
- (d) to ensure that no Member acquires a material or financial advantage at the expense of BAI or any Member Association or boxing;
- (e) that should a Member Association have administrative, operational or financial difficulties, the Board may, in its absolute discretion, act to assist that Member Association in whatever manner and on such conditions as it considers appropriate.

### ***Resignation of Member Association***

11.8 A Member Association may resign from BAI upon giving written notice to BAI. The resignation shall come into effect upon receipt of the notice by BAI.

### ***Obligations after resignation***

11.9 In the event that a Member Association resigns from BAI, the Member Association must fulfill all its obligations to BAI up to and including the date of resignation.

### ***Forfeiture of Rights***

11.10 A Member (including a Member Association) who or which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon BAI and its property including Intellectual Property. Any BAI documents, records or other property in the possession, custody or control of that Member shall be returned to BAI immediately.

### ***Loss of Representation Rights***

11.11 Where a Member Association is suspended from membership or ceases to be a Member in accordance with this Constitution or the Act it shall also forfeit all representation rights at Council Meetings.

## **12. Principles of Equity in Participation**

12.1 The constitution and any rules, procedures or practices of each Member Association shall specifically comply with the principles set out in this section.

12.2 (a) General meetings of the Member Association shall provide fair and representative voting; no Individual, Individual Member, zone or Club, shall have greater voting entitlement than any other such equivalent.

12.2 (b) The contrivance of regional or zonal boundaries so as to confer electoral advantage is unacceptable; those Member Association using a zone-based model of membership must ensure that boundaries are fair and reasonable and do not confer electoral advantage.

12.3 (a) Any Individual shall be eligible to be a member of a Member Association, to be an office bearer, and be entitled to participate in the decision-making processes at general meetings (including elections) either directly or through affiliated clubs or zones provided they:

- (i) are a resident of Australia,
- (ii) are 18 years of age or older though a Member Association may grant membership to persons of a lesser age,
- (iii) are an Amateur and are not a Professional,
- (iv) are not of unsound mind or a person whose estate is being dealt with under a law relating to mental health, and
- (v) are not bankrupt or in any arrangement or composition with creditors.

12.3 (b) In those states and territories where the power to vote at general meetings is conferred on delegates of affiliated clubs or regional zones, those delegates shall be elected by the individual members in that club or zone, and office-bearers, employees and life members of the Member Association shall have no vote at general meetings unless as an elected delegate.

### ***Terms of office***

12.4 Elections for all governing bodies of Member Associations should be held either annually or every two years. No elected member of a governing body of a Member Association should hold office past the second annual general meeting after his or her election without being re-

elected.

***Filling of casual vacancies***

12.5 The board of a Member Association must initiate action to fill a casual vacancy on its board within 30 days of the vacancy occurring, and may do so by appointment. Such appointment shall expire at the next Annual General Meeting of the Member Association, at which meeting the appointee's position on the board shall be filled by election.

***Returning Officer an Independent Person***

12.6 Elections for membership of the governing body of a Member Association shall be carried out entirely by an independent person.

***Closing of nominations***

12.7 Nominations for any elected position must close with the Secretary of the Member Association at least 7 days prior to the election.

***Notification to candidates***

12.8 The Secretary shall promptly advise every candidate in writing that their nomination has been received, and shall confirm that the nomination is in order, or specify the reason it is not in order.

***Disclosure of candidates' names***

12.9 From the opening of nominations until the ballot is conducted, the Secretary is obliged to promptly provide the names of candidates to any candidate or member requesting same. This requirement may be satisfied by oral or written notification, including posting the details on the association's website.

***Candidate statements***

12.10 Member Associations may permit candidate statements to be distributed. If so, the Secretary shall give all candidates equal opportunity to provide such information for distribution.

## **13. Membership of BAI**

### ***Members***

13.1 The Members of BAI shall consist of:

- (i) each of the Member Associations, represented by their respective Delegate who shall have the right to be present, debate and vote at Council Meetings for and on behalf of the Member Association; and
- (ii) the members of the Board of Directors, who may attend and present reports but cannot debate or vote at Council Meetings.
- (iii) Life Members who have no right to attend, debate or vote at Council Meetings (unless as a Delegate).

### ***Life Membership***

13.2.1 BAI may, from among persons who have provided long and meritorious service with BAI, appoint Life Members in recognition of their efforts in furthering the interests of the sport.

13.2.2 A Life Member may only be elected by Special Resolution at an Annual Council

Meeting.

13.2.3 Nominations for life membership must be submitted through the Member Associations to BAI and must be received by the Chief Executive Officer 60 days prior to the relevant Annual Council Meeting.

13.2.4 Upon life membership being conferred, the person's details shall be entered in a Register of Life Members. A person shall become a Life Member from the time their life membership is formally conferred.

### ***Register of members of Member Associations***

13.3 Each Member Association shall maintain, in such form and with such details as are acceptable to BAI, a register of all their respective Clubs and Individual Members. Each Member Association shall provide a copy of the register at a time and in a form acceptable to BAI and shall provide prompt and regular updates of that register to BAI when requested by the Board.

## **14. Subscriptions and Fees**

14.1 Fees including annual membership fees, capitation fees and levies payable by Member Associations to BAI shall be determined by the Council, along with the basis of, the time for and the manner of payment.

14.2 Monies payable to BAI by the Members under this section shall be forwarded to BAI by such dates as are prescribed by the Council.

14.3 Any Member Association which has not paid to BAI all monies due and payable by that Member by the due date may have disciplinary action taken against it.

## **15. BAI Register of Member Associations**

### ***Chief Executive Officer to Keep Register***

15.1 The Chief Executive Officer shall keep and maintain a register of Member Associations in which shall be entered such information as is required under the Act from time to time.

### ***Inspection of Register***

15.2 An extract of the register shall be available for inspection by a Member Association, upon reasonable request.

## **16. Effect of Membership**

16.1 Members acknowledge and agree that:

(a) this Constitution constitutes a contract between each of them and BAI and that they are bound by this Constitution and the By-Laws;

(b) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy adopted by the Council or the Board;

(c) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of BAI;

(d) they are entitled to all benefits, advantages, privileges and services of BAI membership.

## **17. Investigation by Judiciary Tribunal**

### ***Complaints***

17.1 After a complainant has exhausted all avenues of complaint in his or her Member Association and BAI receives a formal written complaint that any person or group of persons or any Member Association has:

- i. failed or ceased to meet the conditions of membership set out in this constitution; or
- ii. failed to comply with its governance, financial or reporting obligations under this Constitution; or
- iii. breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any other resolution or determination of the Board or duly authorized Tribunal; or
- iv. acted in a manner prejudicial to the Objects and interests of BAI and/or boxing, or which has brought BAI or boxing into disrepute,

the Board shall within 30 days refer the matter for investigation or determination by a Judiciary Tribunal, or shall within 30 days notify the complainant that it declines to so refer the matter.

### ***Other investigations***

17.2 Where the Board believes that any matter (not being a formal complaint) warrants independent investigation, the Board may appoint a Judiciary Tribunal to investigate and report its finding to the Board.

### ***Composition of an Judiciary Tribunal and an Appeals Tribunal***

17.3 A Judiciary Tribunal or an Appeals Tribunal appointed by the Board to investigate a matter may be comprised of a single individual, or of three persons of whom one may be a Delegate and one may be a Director.

### ***Procedure***

17.4 A Judiciary Tribunal and an Appeals Tribunal shall conduct its investigation according to procedures set down in bylaws.

### ***Powers of Judiciary Tribunal***

17.5 The Judiciary Tribunal is empowered to recommend to the Council of BAI any of the following in relation to a formal complaint:

- i. A direction that a person or organisation make a written apology;
- ii. The withdrawal of any awards, records, or honours bestowed by BAI;
- iii. The demotion or transfer of an individual to another role or activity;
- iv. The suspension of an individual's membership or participation or engagement in a role or activity in BAI or a Member Association;
- v. Termination of an individual's membership, appointment or engagement in BAI or a Member Association;
- vi. In the case of a coach or official, a direction that the relevant organisation de-register the accreditation of the coach or official for a period of time or permanently;

- vii. Disqualification from holding office with BAI and/or from holding membership of or registration with a Member Association, for a specified period of time;
- viii. Imposition of a monetary fine on a Member Association;
- ix. Suspension of any rights, privileges and benefits of a Member Association for a specified period;
- x. That a Member Association's membership of BAI be terminated.
- xi That a decision or action of a Member Association be confirmed or approved, be declared null and void or be varied as recommended'.

### ***Jurisdiction***

17.6 A person or a member association disciplined under this section is subject to, and shall submit unreservedly to the jurisdiction, procedures and penalties of BAI set out in the Constitution and By-Laws.

### ***Appeal against Judiciary Tribunals***

17.7 A finding or penalty of a Judiciary Tribunal may be appealed to an Appeals Tribunal by a party to the complaint, in the manner provided for in this constitution.

### ***Appeal against Board decision***

17.8 Where the Board declines to refer a formal written allegation to a Judiciary Tribunal, the Board's decision may be appealed to an Appeals Tribunal by a party to the complaint, in the manner provided for in this constitution.

## **18. Appeals Tribunal**

### ***Procedures***

18.1 The procedures for lodgment of an appeal, fees payable, appointment of an Appeals Tribunal, and conduct of the appeals process shall be as specified in bylaws.

### ***Decisions which may be appealed***

18.2 The following circumstances constitute a decision which may be appealed to an Appeals Tribunal:

- (a) a decision of the Board not to refer a complaint to a Judiciary Tribunal;
- (b) a disciplinary decision of a Member Association which that association has upheld upon review;
- (c) a disciplinary decision of a Member Association which that association has failed to review within thirty days of lodgement of an application for review.
- (d) a decision of a Committee to suspend a referee or judge from active duty pursuant to clause 47.4 of these Rules.

### ***Limit of one appeal***

18.3 A party to a decision may only lodge one appeal in relation to that decision.

### ***Grounds for appeal***

18.4 An appeal may only be made on one or more of the following bases:

- the facts relied upon in making the decision are in error; and/or
- the decision is a denial of natural justice; and/or
- that the penalty imposed is unreasonable.

### ***Time Limit for lodging appeal***

18.5 A letter of appeal, together with any applicable fee, must be lodged with BAI within thirty days of the date when the matter became eligible for appeal under this section.

### ***Tribunal findings are final***

18.6 The decision of the Appeals Tribunal is final and binding on BAI, its member associations and individual members.

## **19. Delegates to Council**

### ***Appointment of Delegates***

19.1 Each Member Association shall be entitled to appoint one Delegate to represent it at Council Meetings. Member Associations shall appoint their Delegates for such term as is deemed appropriate by the Member Association. A person nominated as a Delegate:

- (i) must be an Individual Member of the Member Association which appoints them;
- (ii) cannot be a Professional; and
- (iii) must be empowered by their Member Association to make decisions at Council Meetings.

### ***Restrictions on appointment of Delegates***

19.2 A person cannot be appointed as a Delegate if he or she is a Director of BAI

### ***Delegates as Representatives***

19.3 Delegates shall represent their Member Associations at Council Meetings and shall have full power to consider and vote upon resolutions at Council Meetings.

### ***Alternate Delegates***

19.4 A Member Association may appoint an Alternate Delegate to act in lieu of the Delegate for such period as it determines necessary. An Alternate Delegate must comply with the requirements for Appointment of Delegates and has such rights and powers as does a Delegate.

### ***Member Associations to advise of appointment***

19.5 Each Member Association shall advise the Chief Executive Officer in writing of its appointed Delegate's name, contact details and period of appointment prior to any Council Meeting.

## **20. Council Meetings**

### ***Powers of the Council Meeting***

20.1 A Council Meeting has both power and responsibility to:

- (a) elect or dismiss the Board of Directors in the manner prescribed in this constitution;
- (b) determine Directors fees (as applicable);
- (c) amend the Constitution;
- (d) to approve or reject a new or newly amended By-Law;
- (e) adopt or reject the annual financial report;
- (f) grant or terminate membership;

- (g) appoint the Auditors;
- (h) determine subscriptions and fees as set out in clause 14;
- (i) ratify the strategic plan and monitor the Board performance against said plan;
- (j) make recommendations to the Board;
- (k) be the final arbiter on matters referred to it by the Board of Directors;
- (l) appoint a Committee or Sub-Committee, which may consist of Directors alone, or a combination of Directors and other persons; and
- (m) appoint Standing Committees as set out in clause 36.7.

20.2 For the purpose of sub-paragraph (k) the role of the Committee or Sub-Committee shall be advisory only and the deliberations and decisions of a Committee or Sub-Committee shall not have binding force on BAI, the Board of Directors or the Council. In addition, no Committee or Sub-Committee shall have the power to bind BAI with any dealing with any third party.

### ***Annual Council Meeting to be held***

20.3 An Annual Council Meeting of BAI shall be held each year between the months of September and November inclusive, on a date and at a venue to be determined by the Board.

## **21. Notice of Council Meetings**

### ***Notice of Council Meetings***

21.1 Notice of every Council Meeting shall be given to every Member Association and Delegate at the address appearing in the register kept by BAI. No other person shall be entitled as of right to receive notices of Council Meetings, except BAI's auditor(s).

21.2 At least 30 days notice of the place and day and hour of the Council Meeting shall be given.

21.3 At least 21 days written notice of the business to be transacted at a Council Meeting shall be given, including copies of:

- (i) the agenda for the meeting, including copies of any motion received for inclusion on the agenda from any Member Association, Director or the Board in accordance with this Constitution;
- (ii) in the case of the Annual Council Meeting, a copy of the accounts, the Board's report, the auditor's report and every other document required under the Act or Corporations Act (if any); and
- (iii) a list of all nominations received for any positions to be elected at the Council Meeting.

### ***Entitlement to Attend Council Meeting***

21.4 No Member Association shall be represented at, or take part in a Council Meeting, unless all monies then due and payable by that Member Association to BAI are paid.

## **22. Business of Council Meetings**

### ***Business to be transacted at Annual Council Meeting***

22.1 The business to be transacted by the Annual Council Meeting shall include:

- (i) consideration of the accounts and the reports of the Board and the auditors;
- (ii) the election of Directors;
- (iii) the appointment of auditors;
- (iv) motions received from any Member Association, Director or the Board.

### ***Business restricted to matters on notice***

22.2 No business other than that stated on the notice of business for a meeting shall be transacted at any Council Meeting.

## **23. Motions for Council Meetings**

### ***Motions from Member Associations, the Board or Directors***

23.1 All motions submitted by Member Associations, the Board or any Director for inclusion on the agenda of any Council Meeting must be lodged in writing (in the required form) to the Chief Executive Officer at least 30 days prior to the General Meeting.

## **24. Convening of Council Meetings**

### ***Board may convene Council Meeting***

24.1 The Board may, whenever it thinks fit, convene a Council Meeting of BAI.

### ***Board must convene Council Meeting upon Requisition***

24.2.1 The Board shall on the requisition in writing of fifty per cent or more of the Member Associations convene a Council Meeting within forty-five days of receipt of the requisition.

24.2.2 A requisition for a Council Meeting shall state the business of the meeting, shall be signed by the Delegates of the Member Associations making the requisition and be sent to BAI. The requisition may consist of several documents in a like form, each signed by one or more of the Member Associations making the requisition.

24.2.3 If within fifteen days after receipt of the requisition the Board does not call a Council Meeting, the Member Associations making the requisition, or any of them, may convene a Council Meeting.

24.2.4 A Special Council Meeting convened by Member Associations under this Constitution shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.

### ***Resolutions (other than special resolutions) not in Council Meeting ('mail vote')***

24.3.1 A resolution, not being a Special Resolution, which is proposed by facsimile or electronic mail and assented to via facsimile or electronic mail by a simple majority of the Delegates entitled to vote shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held, provided that the following conditions in sub-clause (i) are met:

- (i) The proposed resolution shall be accompanied by a statement explaining the purpose and effect of the resolution;

24.3.2 Any failure to meet the requirements of sub-clause (i) above invalidates the resolution

24.3.3 The Board of Directors may, where it deems it necessary, submit a resolution, not being a Special Resolution, to the Council for decision by facsimile or electronic mail vote. The Board will endeavour to give Council Delegates at least ten days to consider the proposal and respond, but in an emergency may ask Council Delegates to vote in a lesser period of time.

### ***Meeting by telephone conference***

24.4 Without limiting the power to hold Council Meetings, a Council Meeting may be held where one or more of the delegates entitled to vote is not physically present at the meeting, provided that:

- (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
- (ii) notice of the meeting has been given to all persons entitled to notice in accordance with this Constitution;
- (iii) if a failure in communications prevents the rule in paragraph (i) of this section from being satisfied by a quorum then the meeting shall be suspended until the rule is satisfied again. If it is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
- (iv) no meeting shall be invalidated merely because no Delegate entitled to vote is physically present at the place for the meeting specified in the notice of meeting.

### ***Provisions not applicable to Annual Council Meeting***

24.5 The provisions in this section for resolutions not in meeting (mail votes) and for meeting by telephone conference shall not apply in the case of the Annual Council Meeting.

## **25. Proceedings at Council Meetings**

### ***Quorum***

25.1 No business shall be transacted at any Council Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for Council Meetings shall be a simple majority of Member Associations. In the event that a quorum ceases to be present, the meeting shall be immediately terminated.

### ***Chairperson to preside***

25.2 The Chairperson of the Board of Directors shall preside at every Council Meeting of BAI. If the Chairperson is not present, or is unwilling or unable to preside, the Delegates shall elect one of the remaining Directors who shall preside as Chairperson for that meeting only. The person chairing the meeting has no vote.

### ***Adjournment of Council Meeting***

25.3 If within half an hour from the time appointed for the Council Meeting a quorum is not present the meeting shall be adjourned to such other day and at such other time and place as the Chairperson may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will lapse.

25.4 The Chairperson may, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment

took place.

25.5 When a Council Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Where the meeting is adjourned for a lesser period, it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

### ***Poll***

25.6 At any Council Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the Chairperson; or
- (b) a simple majority of the Delegates present.

### ***Recording of Determinations***

25.7 Unless a poll is demanded, an entry in the minutes of the proceedings of BAI showing a declaration by the Chairperson that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

### ***Where Poll demanded***

25.8 If a poll is duly demanded it shall be taken by secret ballot either at once or after an interval or adjournment or otherwise as the Chairperson directs, and the result of the poll shall decide the resolution.

## **26. Voting Entitlements at Council Meetings**

26.1 Each Member Association shall have voting rights. Delegates shall represent their respective

Member Association and each Delegate shall have one vote. No other person shall be entitled to vote. Where voting on a resolution is equal the resolution shall be lost.

26.2 Each Director is entitled to receive notice of, attend, and present reports at all Council meetings. Directors are not entitled to participate in debates nor to vote at Council Meetings.

## **27. Proxy Voting for another Member Association not permitted**

27.1 A Delegate may not exercise a proxy vote for another Member Association.

## **28. Powers of the Board of Directors**

### ***Board to act in accordance with Governance Principles.***

28.1 Subject to the Act and this Constitution the business of BAI shall be governed, and the powers of BAI shall be exercised, by the Board. The Board shall act in accordance with the Australian Sports Commission's National Sporting Organisations Governance Principles of Best Practice May 2002 (as amended) ("the Governance Principles") and with the objects of BAI for the collective and mutual benefit of the Members. To facilitate the exercise of its powers in accordance with the Governance Principles the Board shall document effective governance processes, measures and procedures that are consistent with the Governance Principles.

## ***Appointment of Chief Executive Officer and power of Board to act***

28.2 If a Chief Executive Officer has not been appointed or that position has become vacant, the Board must immediately seek to appoint a Chief Executive Officer and until such time as the Chief Executive Officer's appointment has been confirmed in writing the Board shall have the power to perform or Delegate all such things as appear necessary or desirable for the proper management and administration of BAI.

## ***Board shall draw up Strategic Plan***

28.3 The Board shall be responsible to develop an appropriate strategic plan for ratification by the Council. This strategic plan will be supported by a fully costed annual operational plan.

## **29. Composition of the Board**

### ***Composition***

29.1.1 The Board will comprise 5 Directors, including the Chairperson who shall also be the President of BAI.

29.1.2 The Board may from time to time, as and when it deems necessary or appropriate, coopt a person or persons to serve on the Board as a non-voting Director or Directors.

29.1.3 A Director co-opted in accordance with clause 29.1.2 shall serve on the Board for so long as the Board shall deem fit. Provided that such a Director:

- (a) shall in any event not so serve for longer than 2 years following his or her cooption unless again co-opted by the Board; and
- (b) may be removed as a co-opted Director by a resolution carried by a simple majority at a Council Meeting.

29.1.4 A Director co-opted in accordance with clause 29.1.2 shall be entitled to attend and speak at all Council Meetings but, notwithstanding clause 25.2, shall not be eligible to preside as Chairperson at such a Meeting.

29.1.5 A Director co-opted in accordance with clause 29.1.2:

- (a) shall not be subject to the requirements of clause 29.3; but
- (b) must meet and comply with the requirements of clauses 29.4, 29.5 and 29.6.

### ***Qualifications of Directors***

29.2 Subject always to the law, the Board will determine any desirable requirements and qualifications for Directors and shall ensure that those requirements and qualifications are specified in any notices calling for nominations, and on the prescribed form for nomination (if any). A director need not have had prior association with the sport.

### ***Portfolios mandatory***

29.3 The Board shall allocate titles and portfolios of responsibility to Directors, in By-Laws, and may vary such bylaws in accordance with the needs of BAI from time to time.

### ***Board member cannot be an Officer of a Member Association.***

29.4 An office-bearer or employee (paid or unpaid) of a Member Association cannot take up a

position of Director until he or she has resigned as an office-bearer of the Member Association and such resignation has been confirmed to BAI in writing by the President or Secretary of the Member Association.

### ***Board member cannot be a Delegate***

29.5 A Board member (including the Chairperson) cannot hold a position as Delegate. Where a Delegate is elected to the Board, he or she ceases to be a Delegate at the conclusion of that Council Meeting.

### ***Directors are not to be associated with Professional Boxing***

29.6 A person who is, or in the last five years has been:

- (a) an officer of a Professional boxing body;
- (b) a Professional boxer
- (c) a Professional boxing official; or
- (d) is otherwise deemed to be a Professional

is not eligible to nominate for, hold, or continue to hold a position as a Director of BAI.

## **30. Election of Directors**

### ***Eligibility to nominate as a Director***

30.1 Any individual aged eighteen years or older may be nominated for election to the Board of Directors, provided they:

- (a) are not bankrupt or in any arrangement or composition with creditors generally;
- (b) are not of unsound mind or a person whose estate is being dealt with under a law relating to mental health;
- (c) declare any direct or indirect interest in any contract or proposed contract with BAI;
- (d) are not deemed to be a Professional.

### ***Procedure for Nomination***

30.2 Nominations for election to the Board of Directors must be:

- (a) in writing, on the prescribed form (if any) provided for that purpose;
- (b) certified by the nominee expressing willingness to accept the position for which he or she is nominating;
- (c) accompanied by a short candidate statement introducing themselves and their claim to the position, for circulation by the Chief Executive Officer to Delegates;
- (d) submitted through a Member Association; and
- (e) received by the Returning Officer 30 days prior to the relevant Council Meeting.

### ***Nomination may cease to have validity***

30.3 At any time prior to the ballot for which a nomination has been received, the Chief Executive Officer shall declare the nomination invalid if the nominee dies, or becomes or is found to have been ineligible to be nominated for election.

### ***Elections to be by exhaustive ballot***

30.4 Elections for Directors shall be by exhaustive ballot at the relevant Council Meeting on

papers prepared by the Chief Executive Officer.

***Simple Majority required in every case***

30.5 A person shall not be elected as a Director without receiving a simple majority of votes in an exhaustive ballot, even if the number of vacancies equals or exceeds the number of candidates.

***Informal votes do not invalidate ballot***

30.6 A ballot paper submitted by a Delegate is not required to be marked by the Delegate.

***Procedure for exhaustive ballots***

30.6 A candidate, even if unopposed, must receive a simple majority of votes to be elected.

30.7 If no candidate receives a simple majority of votes, the candidate with the fewest votes shall be excluded (where applicable) and a new ballot shall be held amongst the remaining candidates. However if at any stage there are two or more candidates with the same number of fewest votes, the new ballot shall be held without excluding those candidates.

30.8 The above process shall be repeated until one candidate achieves a simple majority at which point that candidate is elected.

***Election Inconclusive***

30.9 If after three successive ballots no candidate has been elected, the Chief Executive Officer may declare the election to be inconclusive, and the vacancies shall be deemed casual vacancies to be filled in the manner provided for in this constitution.

30.10 The exhaustive ballot process applies to single-vacancy and multiple-vacancy ballots alike.

***Limit on Term of office***

30.11 Subject to the provisions for casual vacancies and earlier retirement or removal of Directors, each Director including the Chairperson shall hold office for 2 years and is eligible for re-election.

***Rotational terms***

30.12 Two Directors positions will be elected at each annual Council Meeting, and the Chairperson's position will be elected at alternate annual Council Meetings. No person may hold office beyond the second annual general meeting after his or her election without having been re-elected.

**31. Chairperson**

31.1 The Chairperson shall chair any Board meeting at which he or she is present. If the Chairperson is not present, or is unwilling or unable to preside, the remaining Directors shall appoint one of their number to preside as Chairperson for that meeting only.

**32. Vacancies on Board of Directors**

***Grounds for Termination of Director***

32.1 In addition to the circumstances (if any) in which the office of a Director becomes vacant by virtue of the Corporations Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
- (c) becomes a person whose estate is liable to be dealt with under a law relating to mental health;
- (d) resigns his office in writing to BAI;
- (e) is absent without the consent of the Board from all meetings held during a period of 6 months;
- (f) holds any office of profit under BAI without the consent of the Council;
- (g) is directly or indirectly interested in any contract or proposed contract with BAI and fails to declare the nature of his interest;
- (h) becomes an Officer of a Member Association;
- (i) accepts an Executive position in a Professional boxing body or is otherwise deemed to be a professional
- (j) is removed from office by Special Resolution.

### ***Casual Vacancies on the Board***

32.2 BAI must initiate action to fill a casual vacancy on its board within 30 days of the vacancy occurring, and may do so by appointment. Such appointment shall expire at the next Annual General Meeting at which meeting the appointee's position on the board shall be filled by election

### ***Remaining Directors May Act***

32.3 In the event of a casual vacancy in the office of a Director, the remaining Directors may act provided a quorum is met.

## **33. Meetings of the Board**

### ***Board to Meet***

33.1 The Board shall meet as often as is deemed necessary in every Financial Year for the dispatch of business and may adjourn and, subject to this Constitution, otherwise regulate, its meetings as it thinks fit. Any Director may at any time convene a meeting of the Board within a reasonable time.

### ***Decisions of the Board***

33.2 Subject to this Constitution, questions arising at any meeting of the Board shall be determined by a simple majority of votes and such determination shall for all purposes be deemed a determination of the Board. All Directors shall have one vote on any question. Where voting is equal, the motion shall be lost.

### ***Board resolutions not in meeting ('mail vote')***

33.3 A resolution proposed by facsimile or electronic mail and assented to via facsimile or electronic mail by a simple majority of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held, provided that:

- (i) The proposed resolution shall be accompanied by a statement explaining the purpose and effect of the resolution;

33.4 Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting

of the Board may be held where one or more of the Directors is not physically present at the meeting, provided that:

- (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
- (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
- (iii) in the event that a failure in communications prevents sub-paragraph (i) from being satisfied by a quorum of Directors then the meeting shall be suspended until sub-paragraph (i) is satisfied again. If such is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
- (iv) no meeting shall be invalidated merely because no Director is physically present at the place for the meeting specified in the notice of meeting.

### ***Quorum for Board Meeting***

33.5 At meetings of the Board a quorum is three Directors.

### ***Notice of Board meetings***

33.6 Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence), not less than seven days' written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than two days prior to such meeting.

### ***Validity of Board decisions***

33.7 A procedural defect in decisions taken by the Board shall not result in such decision being invalidated.

## **34. Conflicts of interest - Board members**

34.1 A Director shall declare to the Board his interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter; or
- (d) other financial matter;

in which a conflict of interest arises or may arise and shall, unless otherwise determined by the Board, absent himself from discussion of such matter and shall not be entitled to vote in respect of such matter.

34.2 In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

34.3 The Chief Executive Officer shall maintain a register of declared interests.

## **35. Chief Executive Officer**

### ***Terms of appointment of Chief Executive Officer***

35.1 The Chief Executive Officer shall be appointed by the Board for such term and on such conditions as the Board reasonably considers fit.

### ***Specific Duties of Chief Executive Officer***

35.2 The Chief Executive Officer shall:

- (a) as far as practicable attend all Board meetings and Council Meetings and may present reports but shall not be entitled to participate in debates or vote;
- (b) prepare the notice of and agenda for all Board meetings and all Council Meetings;
- (c) ensure that minutes of the proceedings of all Board meetings and Council Meetings are recorded and distributed in a timely manner;
- (d) provide monthly financial reports to the Board; and
- (e) regularly report to the Board on the activities of, and issues relating to, BAI.

### ***Broad Power to Manage***

35.3 Subject to the Act, this Constitution, the By-Laws and any directive of the Board, the Chief Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of the strategic plan and annual operational plan.

### ***Chief Executive Officer may employ***

35.4 The Chief Executive Officer, in consultation with the Board, may employ such office personnel as are deemed necessary from time to time. Such appointments shall be for such period and on such conditions as the Chief Executive Officer and the Board determine.

### ***Staff may only act where delegated***

35.5 The Chief Executive Officer and office personnel have no authority to act on behalf of BAI by virtue of their position alone. The Chief Executive Officer and office personnel must act in accordance with the powers delegated to them by the Board.

## **36. Delegations**

### ***Board may Delegate Functions***

36.1 The Board may by instrument in writing delegate to a committee or individual the authority to carry out specified duties and functions.

### ***Powers not capable of being delegated***

36.2 The instrument of delegations cannot Delegate this power of delegation, nor a function imposed on the Board or the Chief Executive Officer by the Act or any other law or this Constitution.

### ***Delegated function exercised in accordance with terms***

36.3 A function, the exercise of which has been delegated under this Section, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

### ***Procedure of delegated entity***

36.4 The procedures for any delegated entity shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board. The quorum shall be determined by the committee, but shall be no less than one half of the total number of committee members.

### ***Delegation may be conditional***

36.5 A delegation under this Section may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

### ***Revocation of delegation***

36.6 The Board may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend, repeal or veto any decision made by such body or person under this Section.

### ***Standing Committees***

36.7 Persons shall be appointed to the Standing Committees for two year terms by the Council at or as soon as possible after an Annual Council Meeting. There will be a Standing Committee for each of the following, and other Standing Committees may be defined in the By-Laws:

- (a) Selectors Committee
- (b) Referees and Judges Committee
- (c) Anti-Doping and Medical Committee
- (d) Rules Committee

### ***Operation of Standing Committees***

36.8 The standing Committees will have their duties specified in By-Laws, and shall function as committees of the Board. Their members are responsible to the Board and are subject to the direction of, and delegation prepared by, the Board.

## **37. By-Laws**

### ***Board to formulate By-Laws***

37.1 The Board shall adopt, interpret and amend By-Laws for the proper management and administration of BAI. Such By-Laws must be consistent with this Constitution. By-laws shall be adopted or amended only upon a seventy-five per cent majority vote of the Board members. Any By-Law adopted or amended by the Board shall come into effect when determined by the Board, but the Council has the power to approve or reject the By-Law at the Council meeting first held after the By-Law's adoption or amendment by the Board'.

### ***By-Laws binding***

37.2 All By-Laws made or amended under this Section shall be binding on BAI and Members.

### ***By-Laws deemed applicable***

37.3 All by-laws of BAI in force at the date of commencement of this Constitution not inconsistent with or replaced by this Constitution shall be deemed to be By-Laws under this

Section.

### ***Notices to members***

37.4 Amendments to By-Laws shall be advised to Member Associations by means of notices approved by the Board. Member Associations are obliged to draw such notices to the attention of their respective members.

### ***AIBA Rules***

37.5 BAI shall have regard to relevant rules of the international body (“AIBA”) when enacting bylaws governing the conduct of boxing tournaments, but shall determine its own bylaws where AIBA rules are insufficient for, or inappropriate to, Australian boxing.

### ***By-Laws to be published***

37.6 The by-laws of BAI shall be published on BAI's Internet website, and in a printed form available to members for such fee as is determined by the Board.

## **38. Records and Accounts**

### ***Chief Executive Officer to Keep Records***

38.1 The Chief Executive Officer shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of BAI and the Board and Council, and shall produce these as appropriate at each Board meeting or Council Meeting.

### ***Records Kept in Accordance with the Act and the Corporations Act***

38.2 Proper accounting and other records shall be kept in accordance with the Act and the Corporations Act, generally accepted accounting principles and/or any applicable code of conduct. The books of account shall be kept in the care and control of the Chief Executive Officer.

### ***BAI to retain records***

38.3 BAI shall retain records for not less than 7 years after the completion of the transactions or operations to which they relate.

### ***Accounts Conclusive***

38.4 The accounts when approved or adopted by an Annual Council Meeting shall be conclusive except as regards any error discovered in them within 3 months after such approval or adoption.

### ***Annual accounts to be sent to Delegates***

38.5 The Chief Executive Officer shall cause to be sent to all persons entitled to receive notice of Annual Council Meetings of BAI in accordance with this Constitution, a copy of the accounts, the Board's report, the auditor's report and every other document required under the Act or Corporations Act (if any).

### ***Inspection of accounts and documents***

38.6 Subject to any reasonable restrictions as to time and manner of inspection that may be imposed in accordance with this Constitution, the accounts and documents of the Association shall be open to inspection by the Delegate of a Member Association.

### ***Signing of Cheques and other Negotiable Instruments***

38.7 All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 authorised Directors or by 1 authorised Director and the Chief Executive Officer or in such other manner and by such persons the Directors determine.

### ***Funds - Source***

38.9 The Funds of BAI shall be derived from entrance fees and annual subscriptions of members, donations, grants, and, subject to the Act, such other sources as the Board determines.

### ***Funds - banking and receipts***

38.10 All money received by BAI shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.

38.11 BAI shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### ***Funds - Management***

38.12 Subject to any resolution passed by BAI in Council Meeting, the funds of the association shall be used for the objects of BAI in such manner as the Board determines.

## **39. Auditor**

39.1 A properly qualified auditor or auditors shall be appointed by the Council annually and the remuneration of such auditor or auditors shall be fixed by the Board. The auditor's duties shall be regulated in accordance with the Corporations Act, or if no relevant provisions exist under the Corporations Act in accordance with generally accepted principles, or any applicable code of conduct.

39.2 The accounts of BAI including the profit and loss accounts, statement of cash flows, financial forecasts and balance sheet shall be examined by the auditor or auditors at least once in every year.

## **40. Notices**

### ***Manner of Notice***

40.1 Notices may be given to any Member by sending the notice by post or facsimile transmission or where available by electronic mail, to the Member's registered address or facsimile number or electronic mail address.

40.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected 2 days after posting.

40.3 Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to, or received at, the facsimile number to which it was sent.

40.4 Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon non receipt of an electronic advice that the electronic message was not received at the electronic mail address to which it was sent.

## ***Notice of Council Meeting***

40.5 Notice of every Council Meeting shall be given in the manner authorised and to the persons entitled to receive notice under this Constitution.

## **41. Common Seal**

### ***Safe Custody of Seal***

41.1 The Chief Executive Officer shall provide for safe custody of the Seal.

### ***Affixing Seal***

41.2 The Seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by 2 Directors.

## **42. Indemnity**

### ***Indemnification in certain cases***

42.1 Every Director, Delegate, auditor, manager, employee or agent of BAI shall be indemnified out of the property or assets of BAI against any liability incurred by him in his capacity as Director, Delegate, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Corporations Act, granted to him by the Court.

### ***Directors and Delegates and employees indemnified except for misconduct***

42.2 BAI shall indemnify its Directors and Delegates and employees against all damages and costs (including legal costs) for which any such Director or Delegate or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct, performed or made:

- (a) in the case of a Director or Delegate, whilst acting on behalf of and with the authority, express or implied, of BAI; and
- (b) in the case of an employee, in the course of, and within the scope of his employment by BAI.

## **43. Colours**

43.1 The colours of BAI shall be dark green and gold.

## **44. Badges and Logo**

44.1 Subject to receipt of all necessary approvals required by law the badge of BAI shall be the Australian Coat of Arms. The logo of BAI shall be such as is prescribed by By-Law from time to time.

## **45. Jurisdiction over Individuals**

45.1 To be eligible to compete in any Competition a boxer must be a registered boxer with a member association of a national federation affiliated to AIBA.

45.2 Sentences of suspension or disqualification or expulsion of any person by a Member Association shall be binding on every other Member Association and such suspension or

disqualification shall be notified to BAI immediately.

45.3 A person who has been suspended, disqualified or expelled shall not participate in any BAI or Member Association activity until the term of suspension has been served, the disqualification lifted or the expulsion reversed.

45.4 Each Member Association agrees to ensure that the rules and By-laws of BAI are strictly enforced at all tournaments in their jurisdiction.

## **46. Returning Officer**

### ***CEO to act as Returning Officer***

46.1 The Chief Executive Officer shall act as Returning Officer and shall conduct the ballot process for election of Board members by Council. He or she shall conduct elections according to this Constitution and any schedule of electoral procedures enacted as a By-law.

### ***Receipt of nomination to be acknowledged***

46.2 The Returning Officer shall promptly advise every candidate in writing that their nomination has been received, and shall confirm that the nomination is in order, or specify the reason it is not in order.

### ***Disclosure of candidates' names***

46.3 From the opening of nominations until the ballot is conducted, the Returning Officer is obliged to promptly provide the names of candidates to any candidate or member requesting same. This requirement may be satisfied by oral or written notification, including posting the details on the association's website.

### ***Candidate statements***

46.4 Candidate statements shall be distributed by the Returning Officer as soon as practicable after the close of nominations. The Returning Officer shall give all candidates equal opportunity to provide such information. The Returning Officer has authority to refuse to distribute a candidate statement if he or she considers it may be defamatory, in which case he or she shall invite the candidate to amend their statement accordingly.

46.5 In the event that the Chief Executive Officer is unable to act as returning officer for any reason, the Council shall appoint an independent person to so act.

## **47. Accreditation of Referees and Judges and jurisdiction**

47.1 BAI's Referees and Judges Committee has the sole authority and responsibility to accredit judges and referees to Australian level.

47.2 Training standards, competencies and procedures for accreditation shall be set out in By-Laws.

47.3 Australian referees and judges appointed to Australian level or to Oceania level or to AIBA level are accredited to act in their capacity as a referee or judge in any state or territory of Australia.

47.4 The authority to suspend a referee or judge from active duty at a BAI managed tournament in relation to their refereeing or judging competency rests solely with BAI's Referees and Judges Committee.

47.5 The suspension policy for all levels of Australian referees and judges in relation to their refereeing and judging activity shall be set out in By-Laws.

47.6 Member Associations shall appoint a person, with Australian level Refereeing and Judging accreditation of at least Australian level, for each Member Association jurisdiction who shall be responsible for both appointing referees and judges to officiate at Member Association boxing competitions in that jurisdiction and for supervising the Member Association refereeing and judging activity in that jurisdiction.

47.7 BAI's Referees and Judges Committee shall maintain a database of all levels of Australian referee and judge officials with details of accreditation and shall make this available to BAI's Board of Directors as required.

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