

# **Constitution**

## **Asia Pacific**



## **Snooker & Billiards Federation**

**Asia Pacific Snooker & Billiards Federation Limited**

**Amended August 8<sup>th</sup> 2021**

## Constitution

### Asia Pacific Snooker & Billiards Federation Limited

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## 1. DEFINITIONS AND INTERPRETATIONS

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### 1.1 Definitions

In this Constitution and in the Policies and By-Laws, unless the context requires otherwise:

**Act** means the *Corporations Act 2001 (Cwth)* as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the APSBF;

**AGM** or **Annual General Meeting** means the annual General Meeting of the APSBF required to be held by the APSBF in each calendar year under the Act;

**APSBF** means the Asia Pacific Snooker & Billiards Federation Limited.

**Board** means the **Directors** acting in the discharge of their responsibilities under this Constitution;

**By-law** means a by-law made under **clauses 7 and 18**;

**Chairperson** or **Chair** means the President;

**Constitution** means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution;

**Director** means a Director of the APSBF and comprises the President, Nominated Directors and Elected Directors;

**Directors** mean, as the case requires, all or some of the Directors acting together in accordance with their powers and authority under this Constitution;

**First Nominated Directors** mean the persons referred to in **clause 13**;

**General Meeting** means a general meeting of the Members and includes the AGM;

**IBSF** means the International Billiards & Snooker Federation;

**Intellectual Property** means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the APSBF or any activity of or conducted, promoted or administered by the APSBF;

**Life Member** means a person admitted to the APSBF as a life member under **clause 5**;

**Member** means a member of the APSBF under **clause 5**;

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**Member Country** means a legal entity recognised by the APSBF under **clause 5** as representing a country;

**Nominated Director** means a Director nominated under **clause 13**;

**Objects** mean the objects of the APSBF in **clause 2**;

**Ordinary Member** means a person admitted to the APSBF as an Ordinary Member under **clause 5**;

**Policy** means a policy made under **clauses 7** and **18**;

**President** means the President elected pursuant to **clause 12**;

**Registration** means registration of a Member, such registration being in the form of a signed application form, whether in hard copy or by electronic means of acceptance and, in the case of Ordinary Members, their consent to membership of the APSBF as required by **clause 5**. **Registered** has a corresponding meaning;

**Resolution** means a general resolution passed by a majority of votes;

**Secretary General** means a person appointed as a company secretary of the APSBF by the Directors under **clause 15**

**Special Resolution** has the same meaning as that given to it in the Act;

**the Sport** means the sports of Snooker and Billiards as recognised and regulated by the World Bodies from time to time;

**Statutes and Regulations** mean the statutes and regulations of the World Bodies in force from time to time;

**Sub-committee** means a sub-committee established by the Board under **clause 19**;

**Telecommunication Meeting** means a meeting held by telephone, video, any other technology (or any combination of these technologies), which permits each Director at a meeting of the Board or each Voting Member at a meeting of Members to communicate with any other participant;

**Voting Member** means, in relation to a General Meeting, those Members present and entitled to vote in accordance with **clause 5**;

**WCBS** means the World Confederation of Billiards Sports;

**World Bodies** means the WCBS, the WPBSA and the IBSF; and

**WPBSA** means the World Professional Billiards & Snooker Association.

## 1.2 Interpretation

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In this Constitution and in the Policies and By-Laws, unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person or by Proxy, Attorney or Representative;
- (b) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) **(gender)** words importing any gender include all other genders;
- (d) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) **(successors)** a reference to an organisation includes a reference to its successors;
- (f) **(singular includes plural)** the singular includes the plural and vice versa;
- (g) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth of Australia or otherwise;
- (h) **(include)** the words include, includes, including and for example are not to be interpreted as words of limitation;
- (i) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Board;
- (j) **(writing)** writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (k) **(headings)** headings are inserted for convenience and do not affect the interpretation of this Constitution.

### 1.3 Act

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a provision of the Act, the same meaning as in that provision of the Act.

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- (b) The provisions of the Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the APSBF.

## **2. OBJECTS**

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The World Bodies are the international sporting authorities entitled to make and enforce regulations for the encouragement and control of the Sport. So that the authority may be exercised in a fair and equitable manner, the World Bodies have drawn up Statutes and Regulations governing the Sport.

Each national federation, including the APSBF, belonging to the World Bodies, is presumed to acquiesce to and be bound by the Statutes and Regulations.

Subject to such acquiescence and restraint, one single national entity in each country is recognized by the World Bodies as the sole national Sporting Power for the enforcement of the Statutes and Regulations and control of the Sport in that country.

The Objects of the APSBF shall be to:

- (a) conduct, encourage, promote, advance, control and manage all levels of the Sport interdependently with Members and others;
- (b) to foster, encourage and provide where possible the facilities for the playing of the Sport and stimulate interest in the Sport;
- (c) to endeavour to maintain a high standard of sportsmanship in the playing of the Sport;
- (d) to provide an on-line centre of information, training, learning research and advice on all matters pertaining to the Sport;
- (e) where applicable to be the accredited representative of persons who play the Sport and of all clubs, associations, groups or organisations of such persons and to promote the welfare of the Sport and that of the players;
- (f) to take such action as may be deemed expedient to promote the Sport;
- (g) adopt, formulate, issue, interpret and amend Policies and By-laws for the control and conduct of the Sport amongst its Member Country;
- (h) encourage the provision and development of appropriate facilities for participation in the Sport;
- (i) maintain and enhance standards, quality and reputation of the Sport for the collective and mutual benefit and interests of members and the Sport;
- (j) promote the Sport for commercial, government and public recognition and benefits;

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*J. M. W. W. S.*

- (k) to control and be responsible for the playing of the Sport in the Region and for championship tournaments whether locally or through Member Countries or other bodies and to promote, control, manage and conduct the other events and competitions as determined by the Board;
- (l) to administer the Sport in the Region and to assist it by way of membership, and provision or delegation of representatives to meetings, of other bodies associated with and engaged in the administration of the Sport elsewhere and for those purposes to pay membership fees to other bodies and to affiliate with such international bodies as the Board may recognize;
- (m) to affiliate with or form part of any body established to promote and develop any sport played on a Billiard Table or similar table including a Pool Table;
- (n) to provide rules and regulations applicable to the Sport in general, its players and their conduct, the terms and conditions subject to which players may participate in competitive play of the Sport of whatsoever nature;
- (o) when necessary to enter into contracts of whatsoever nature with players, sponsors, promoters, or other persons or bodies;
- (p) to accept the authority and requirements of the World Bodies as they apply directly or indirectly to the conduct of the Sport in competitions;
- (q) to determine, adopt or ratify such rules and playing conditions as may from time to time be laid down by the World Bodies as they shall apply to the playing of the Sport;
- (r) to determine rules and playing conditions in respect of any tournament or competition of the Sport provided that the APSBF may permit any Member Country to determine rules and playing conditions in respect of a particular tournament or competition;
- (s) to lay down experimental rules for playing conditions for use in tournaments or competitions of the Sport and to determine the period of application of such rules;
- (t) to impose penalties on Members and players for infringement of this Constitution, its Policies and By-laws or of the rules and regulations as laid down by the Board.
- (u) encourage and promote widespread participation in the Sport and physical activity;
- (v) to devote any part of the funds of the APSBF towards the expenses of tournaments and the provision of prizes and trophies;
- (w) to organise funds for the working of the APSBF;
- (x) to render monetary assistance if considered advisable for the welfare of

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the APSBF's employees or persons connected with playing the Sport and to subscribe and contribute to any charitable, benevolent or useful object of a public character;

- (y) to employ salaried officers, if necessary, to work for the APSBF and to fix and provide for their remuneration;
- (z) to manage, invest and deal with all funds and assets of the APSBF in such manner as the Board may consider necessary, appropriate, incidental or conducive to the furtherance of these Objects;
- (aa) to borrow or raise or secure payment of money in such manner as the APSBF shall think fit and in particular by mortgage or lien or by issue of debentures or debenture stock perpetual or otherwise, charges upon all or any of the APSBF's property both present and future and to purchase redeem or pay off any such securities;
- (bb) to purchase, take on lease or in exchange, or otherwise acquire or dispose of any real or personal property or otherwise deal with all or any part of the properties or finances of the APSBF;
- (cc) to remunerate any person for services rendered or to be rendered for placing or assisting to place or guaranteeing the placing of any of the debentures or other securities of the APSBF;
- (dd) to draw, make, accept, endorse, discount, execute and issue Promissory Notes, Bills of Exchange, Debentures and other negotiable or transferable instruments;
- (ee) use and promote the Intellectual Property;
- (ff) to own and preserve the records of the APSBF
- (gg) have regard to the public interest in its operations; and
- (hh) undertake other actions or activities necessary, incidental or conducive to advance these Objects

### **3. POWERS**

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- 3.1** Solely for furthering the Objects under **clause 2**, the APSBF, in addition to any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act.
- 3.2** The APSBF may at a General Meeting appoint one or more Patrons of the APSBF for such period as it may determine. A Patron need not be a Member of the APSBF. A Patron shall be entitled to receive notice to attend all General Meetings of the APSBF but shall not be entitled to vote. The privileges of membership shall be extended to every Patron even if the Patron is not a Member of the APSBF.
- 3.3** From the time of the decision to conduct any Championship in any member

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*J. M. Lewis*

Country until the completion or abandonment of such event, the President for the time being of the Member Country shall be deemed to be a Vice-Patron of the APSBF with authority to act for the APSBF in respect of such event or such functions and to conduct such correspondence as may be reasonably necessary and proper for the purposes of such event subject to such action being reported to the President forthwith.

#### **4. INCOME AND PROPERTY OF APSBF**

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##### **4.1 Sole Purpose**

The income and property of the APSBF will only be applied towards the promotion of the Objects of the APSBF.

##### **4.2 Payments to Members**

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- (a) As prizes won in any event conducted by the APSBF;
- (b) in return for any services rendered or goods supplied in the ordinary and usual course of business to the APSBF; or
- (c) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (d) of reasonable rent for premises let to the APSBF by them.

#### **5. MEMBERSHIP**

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##### **5.1 Categories of Members**

**Members of the APSBF shall fall into one of the following categories:-**

- (a) Member Countries which, subject to this Constitution, shall have the right to receive notice of, attend and vote at General Meetings;
- (b) Life Members who, subject to this Constitution, shall have the right to receive notice of and attend, but not vote at General Meetings;
- (c) Ordinary Members who, subject to this Constitution, shall have the right to receive notice of and attend, but not vote at General Meetings; and
- (d) such other category of Member as may be created by the Board. Any category of Member created by the Board under this **clause 5.1** shall not be granted voting rights.

##### **5.2 Admission of Members**

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*J. M. W. S.*

A person or body will become a Member, only upon:-

- (a) meeting the criteria applicable to the relevant category of membership set out in this Constitution; and
- (b) submitting an application, which is accepted by Board, or otherwise acknowledging in a manner approved by the Board that the Member undertakes to:
  - (i) be bound by this Constitution, the Statutes and Regulations and the Policies and By-laws (including Policies and By-laws specific to the relevant category of Membership);
  - (ii) pay the fees and subscriptions determined to apply to the Member under **clause 9**; and
  - (iii) support the APSBF in the encouragement and promotion of the Objects.

The Board will direct the Secretary General to record the names of the Members and the date on which they became a member, in a register of Members kept by the Board together with some or all of such details as it may require including, a street address, an email address and a contact telephone number,

### 5.3 Members Countries

- (a) The APSBF will recognise only one entity in each country (**Member Country**) as the controlling body responsible for ensuring the efficient administration of the Sport in that country in accordance with the Objects. Member Countries must be legal entities.
- (b) Unless otherwise determined by the APSBF, and subject always to **clause 5.2**, at the time of adoption of this Constitution, the Member Countries of the APSBF are those entities which are currently recognised by the APSBF as the recognised controlling body for the Sport in their respective Countries namely:-
  - (i) The Australian Billiards & Snooker Council Limited in Australia;
  - (ii) New Zealand Billiards & Snooker Association in New Zealand;
  - (iii) Papua New Guinea Billiards & Snooker Association in Papua New Guinea;
  - (iv) Billiards & Snooker Association of Fiji in Fiji;
- (c) Each Member Country will:
  - (i) have objects that align with those of the APSBF as stated in **clause 2** and do all that is reasonably necessary to enable the Objects to be achieved, having regard to any legislation

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applicable to that Member Country;

- (ii) effectively promulgate and enforce the Constitution and Policies and By-laws of the APSBF and the Statutes and Regulations;
- (iii) at all times act in the best interests of the APSBF, the Members and the Sport;
- (iv) be responsible and accountable to the APSBF for fulfilling its obligations under the APSBF's strategic plan as revised from time to time;
- (v) provide the APSBF with copies of its audited accounts, annual report and associated documents immediately following its Annual General Meeting;
- (vi) provide the APSBF with copies of its business plans and budgets from time to time and within 14 days of a request by the Board;
- (vii) be bound by this Constitution and the Policies and By-laws and the Statutes and Regulations;
- (viii) act in good faith and loyalty to maintain and enhance the APSBF and the Sport, its standards, quality and reputation for the collective and mutual benefit of the Members and the Sport;
- (ix) at all times operate with and promote mutual trust and confidence between the APSBF and the Members, promoting the economic and the sporting success, strength and stability of each other and working cooperatively with each other in the pursuit of the Objects;
- (x) maintain a database of all clubs, officials and members registered with it in accordance with the Policies and By-laws and provide a copy to the APSBF upon request from time to time by the Board by such means as may be required;
- (xi) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the Sport and its maintenance and development; and
- (xii) advise the APSBF as soon as practicable of any serious administrative, operational or financial difficulties, assist the APSBF in investigating those issues and cooperate with the APSBF in addressing those issues in whatever manner, including by:
  - (A) allowing the APSBF to appoint an administrator to conduct and manage its business and affairs; or

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*J. M. W. S.*

- (B) allowing the APSBF itself to conduct all or part of the business or affairs of the relevant Member Country,

and on such conditions as the APSBF considers appropriate.

(d) Constitutions of Member Countries

- (i) Each Member Country shall take all steps necessary to ensure its constituent documents conform, and amendments conform, with this Constitution and the Policies, subject to any prohibition or inconsistency in any legislation applicable to that Member's Country.
- (ii) If the constituent documents do not conform to this Constitution or the Policies, the relevant Member Country shall, without delay, take all steps necessary to address the inconsistency so that those documents conform to this Constitution and the Policies.
- (iii) For the avoidance of doubt, if any inconsistency remains between the constituent documents of a Member Country and this Constitution or the Policies or By-laws, then this Constitution and the Policies and By-laws shall prevail to the extent of that inconsistency.
- (iv) The constituent documents of a Member Country must require the Member Country to:
  - (A) advise the APSBF as soon as practicable of any serious administrative, operational or financial difficulties the Member Country is having;
  - (B) assist the APSBF in investigating those issues; and
  - (C) cooperate with the APSBF in addressing those issues in whatever manner, including by allowing the APSBF to appoint an administrator to conduct and manage the Member Country's business and affairs, or to allow the APSBF itself to conduct all or part of the business or affairs of the Member Country and on such conditions as the APSBF considers appropriate.

- (e) The Board may develop and implement Policies and By-laws which may set out the membership criteria to be met by Member Countries and the obligations, privileges and benefits of Member Country membership in addition to those set out in this Constitution.

(f) The Board must:

- (i) adopt a Privacy Policy.
- (ii) periodically review the Privacy Policy in light of the general principles of good corporate governance;

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*J. M. Lewis*

- (iii) handle the personal information it receives in respect of Ordinary Members in accordance with its Privacy Policy; and
- (iv) in formulating and maintaining the Privacy Policy have due regard to the Member Country's Privacy Policies.

#### 5.4 Life Members

- (a) Life Membership is the highest honour that can be bestowed by the APSBF for longstanding and valued service to the Sport.
- (b) Any Member may forward a proposed nomination to the Board for its consideration.
- (c) On the nomination of the Board, any individual may be nominated as a Life Member at any AGM by Special Resolution, subject to that individual completing an application in accordance with **clause 5**.
- (d) Nominations for Life Membership shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.
- (e) The Policies and By-laws will set out:
  - (i) the categories of Life Membership which exist;
  - (ii) the criteria to be met by each category of Life Member; and
  - (iii) the obligations, privileges and benefits of each category of Life Member in addition to those set out in this Constitution.
- (f) A person may be posthumously recognised as a Life Member.
- (g) The APSBF shall maintain and publish from time to time a Register of Life Members who have passed away.

#### 5.5 Ordinary Members

- (a) No individual shall be Registered with the APSBF as an Ordinary Member except in accordance with this **clause 5**. The Board may in its absolute discretion:-
  - (i) refuse to accept a person as an Ordinary Member and shall not be required or compelled to provide any reason for such rejection; and/or
  - (ii) revoke a person's status as an Ordinary Member and shall not be required or compelled to provide any reason for such revocation.
- (b) Subject to **clause 5.5(a)**, every individual member of a Member Country is deemed to be an Ordinary Member of the APSBF and is subject to the provisions of this Constitution, its Policies and By-laws.

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*J. M. W. S.*

- (c) In addition to the effect of membership set out in **clause 5.2**, an Ordinary Member must comply with this Constitution and the Policies and By-laws and support the APSBF and the Objects.
- (d) An Ordinary Member is entitled to any benefits of membership prescribed to apply to Ordinary Members in the Policies and By-laws.
- (e) The Board may develop and implement Policies and By-laws which may set out the membership criteria to be met by Ordinary Members and the obligations, privileges and benefits of Ordinary Members' membership in addition to those set out in this Constitution.

## **5.6 General**

- (a) The APSBF must keep a register of all Members in accordance with the Act and as otherwise determined by the Board.
- (b) No Member whose membership ceases has any claim against the APSBF or the Board for damages or otherwise arising from the cessation or termination of that Member's membership.
- (c) Membership is personal to each Member. No Members shall, or shall purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) A Member must always treat all other Members, Directors, and all the staff, contractors and representatives of the APSBF with respect and courtesy.
- (e) A Member must not act in a manner unbecoming of a Member or prejudicial to the Objects or to the interests of the APSBF or the Sport, or both.

## **5.7 Limited Liability**

Members have no liability in that capacity except as set out in **clause 23**.

## **6. CESSATION OF MEMBERSHIP**

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### **6.1 Cessation**

A person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) the termination of their membership according to this Constitution or the Policies or By-laws;
- (d) if it is a body corporate then upon being dissolved or otherwise ceasing to exist; and

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*J. M. Lewis*

- (e) without limiting the foregoing:
  - (i) in the case of Members who are not Members Countries, that Member no longer meeting the requirements for membership according to **clause 5**; and
  - (ii) in the case of Members who are Members Countries, that Member ceasing to be a Member in accordance with **clause 8**.

## 6.2 Resignation

For the purposes of **clause 6.1(a)**, a Member may resign as a member of the APSBF by giving 14 days written notice to the Secretary. Where a Member Country seeks to resign as a member of the APSBF the written notice must be accompanied by a copy of the special resolution passed by the Member Country's members resolving that the Member Country resign from the APSBF.

## 6.3 Forfeiture of Rights

A Member who or which ceases to be a Member shall forfeit all right in and claim upon the APSBF, the Board or a Director for damages or otherwise, or claim upon the APSBF's property including the Intellectual Property.

## 7. GRIEVANCES AND DISCIPLINE OF MEMBERS

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### 7.1 Jurisdiction

All Members will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of the APSBF whether under this Constitution or under the Policies or By-laws.

### 7.2 Policies and By-laws

- (a) The Board may make Policies and By-laws:
  - (i) for the hearing and determination of grievances by any Member who feels aggrieved by a decision or action of the APSBF, a Member Country or an Ordinary Member;
  - (ii) for the hearing and determination of grievances disputes between Members relating to the conduct or administration of the Sport;
  - (iii) for the discipline of Members;
  - (iv) for the formation and administration of an appeals tribunal which must be independent of any party before it, on the matter which is the subject of the appeal in question; and
  - (v) for the termination of the membership of a Member (except in respect of Member Countries).
- (b) The Board in their sole discretion may refer an allegation (which in the

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*J. M. Lewis*

opinion of the Board is not vexatious, trifling or frivolous) by a complainant (including a Director or a Member) that a Member has:

- (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Policies or By-laws or any other resolution or determination of the Board or any duly authorised sub-committee; or
- (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the APSBF or the Sport, or both; or
- (iii) prejudiced the APSBF or the Sport or brought the APSBF or the Sport or themselves into disrepute,

for investigation or determination either under the procedures set down in the Policies or By-laws or by such other procedure and/or persons as the Board considers appropriate.

- (c) During any investigatory or disciplinary proceedings under this **clause 7**, a respondent may not participate in the Sport, pending the determination of such proceedings (including any available appeal) unless the Board decide that their continued participation is appropriate having regard to the matter at hand.
- (d) The Board may include in any Policy or Policies or By-laws a final right of appeal to itself or to an independent body outside the control of the Sport.

## **8. TERMINATION OF MEMBERSHIP OF A MEMBER COUNTRY**

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### **8.1 Sanctions for Discipline of Member Country**

Without limiting matters that may be referred to in the Policies or By-laws, any Member Country that is determined by the Board to have acted in a manner set out in **clause 7.2(b)** shall be liable to the sanctions set out in that Policy or By-law, including termination of membership (which shall only take place in accordance with the procedure set out in this **clause 8**).

### **8.2 Termination of Membership of Member Country**

- (a) No recommendation can be made by the Board under this clause 8 unless all avenues of appeal available to the relevant Member Country under the Policies and By-laws have been exhausted.
- (b) Subject to compliance with clause 8.2(a) (and the Policies and By-laws), the Board may recommend to a General Meeting to terminate the membership of a Member Country.
- (c) Upon recommendation from the Board under clause 8.2(b), a General Meeting may, by Special Resolution, terminate the membership of a Member Country.
- (d) The Member Country and the Director nominated by that Member

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*J. M. Lewis*

Country that is the subject of the recommendation of termination shall not be entitled to vote on the motion.

- (e) Where the membership of a Member Country is terminated in accordance with this clause 8.2, the Board may admit another body, which meets the requirements in clause 5.3(a), as the Member Country to represent the relevant Country.

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## 9. FEES AND SUBSCRIPTIONS

### 9.1 Membership Fee

- (a) The Board must determine from time to time:
- (i) the amount (if any) payable by an applicant for membership;
  - (ii) the amount of the annual subscription fee payable by each Member, or any category of Members;
  - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
  - (iv) the payment method and the due date for payment.
- (b) Each Member must pay to the APSBF the amounts determined under this **clause 9** in accordance with **clause 9.1(a)(iv)**.

### 9.2 Non-Payment of Fees

The right of a Member to attend and vote at a General Meeting is suspended while the payment of any subscription or other amount determined under **clause 9** is in arrears by greater than 30 days.

### 9.3 Deferral or reduction of subscriptions

- (a) The Board may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Board is satisfied that:
- (i) there are reasonable grounds for doing so;
  - (ii) the APSBF will not be materially disadvantaged as a result; and
  - (iii) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Board.
- (b) If the Board defers or reduces a subscription or other amount payable by a Member under this **clause 9.3**, that Member will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Board.

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*J. M. W. S.*

## 10. GENERAL MEETINGS

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### 10.1 Annual General Meeting

AGMs of the APSBF are to be held:

- (a) according to the Act; and
- (b) at a date and venue determined by the Board, but in any event by no later than 30 November in any given year.

### 10.2 Power to convene General Meeting

- (a) The Board may convene a General Meeting when they think fit and must do so if required by the Act.
- (b) If at least two Countries request a General Meeting, then the Board must convene the meeting as soon as possible.

### 10.3 Notice of a General Meeting

- (a) Notice of a General Meeting of Members must be given:
  - (i) to all Members entitled to attend the General Meeting, the Directors, and the auditor of the APSBF; and
  - (ii) in accordance with **clause 21** and the Act.
- (b) At least 42 days prior to the proposed date of the AGM, the Secretary General will request from Voting Members and Directors notices of motion, which must be received no less than 28 days prior to the AGM.
- (c) At least 28 days' notice of the time and place of a General Meeting must be given to the Members, together with:
  - (i) all information required to be included in accordance with the Act;
  - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
  - (iii) where applicable, any notice of motion received from any Voting Member or Director; and
  - (iv) where applicable, a list of all nominations received for positions to be filled at the relevant General Meeting.

### 10.4 No other business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

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*J. M. Lewis*

**10.5 Cancellation or postponement of General Meeting**

Where a General Meeting (including an AGM) is convened by the Board they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. This clause does not apply to a General Meeting convened by:

- (a) Members according to the Act;
- (b) the Board at the request of Members; or
- (c) a Court.

**10.6 Notice of cancellation or postponement of General Meeting**

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member entitled to attend the General Meeting; and
- (b) each other person entitled to notice of a General Meeting under the Act.

**10.7 Contents of notice postponing General Meeting**

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

**10.8 Number of clear days for postponement of General Meeting**

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 11.8** or the Act.

**10.9 Business at postponed General Meeting**

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

**10.10 Representative, Proxy or Attorney at postponed General Meeting**

Where:

- (a) by the terms of an instrument appointing a Representative, Proxy or Attorney that appointed person is authorised to attend and vote at a General Meeting on behalf of the appointing Member to be held on a

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*J. M. Lewis*

specified date or at a General Meeting or General Meetings to be held on or before a specified date; and

- (b) the date for the meeting is postponed to a date later than the date specified in the instrument,

then that later date is substituted for the date specified in the instrument appointing that appointed person, unless the appointing Member notifies the APSBF in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

#### **10.11 Non-receipt of notice**

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

#### **10.12 Right to appoint a Representative**

Each Voting Member is entitled to appoint an individual as their Representative to attend General Meetings (provided that the Voting Member has not appointed a Proxy under **clause 10.13**) and to exercise the powers of the Voting Member in relation to resolutions to be passed at that meeting.

#### **10.13 Right to appoint Proxy**

- (a) A Voting Member entitled to attend a General Meeting of the APSBF is entitled to appoint a person as their Proxy to attend the meeting in their place in accordance with the Act.
- (b) A Proxy may be revoked by the appointing Member at any time by notice in writing to the General Secretary.

#### **10.14 Form of Proxy**

The instrument appointing a Proxy shall be in a form determined by the Board from time to time provided it complies with the requirements of the Act.

#### **10.15 Attorney of Member**

A Member may appoint an Attorney to act on the Member's behalf at all or any meetings of the APSBF.

#### **10.16 Lodgment of Proxy or Attorney documents**

- (a) A Proxy or Attorney may vote at a General Meeting or an adjourned or postponed meeting (as the case may be) only if the instrument appointing the Proxy or Attorney, and the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed, are received by the General Secretary:

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*J. M. W. S.*

- (i) at the office, the facsimile number at the office or at such other place, facsimile number or electronic address specified for that purpose in the notice of meeting; and
  - (ii) at least 48 hours before the scheduled commencement time for the meeting or adjourned or postponed meeting (as the case may be) at which the person named in the instrument proposes to vote. The scheduled commencement time is as specified in the notice of meeting.
- (b) An undated proxy is taken to be dated on the day that it is received by the APSBF.

#### 10.17 Authority given by appointment

- (a) Unless the terms of the appointment specify to the contrary, an appointment by a Voting Member confers authority on a Proxy, Attorney or Representative:
  - (i) to agree to a General Meeting being convened by shorter notice than is required by the Act or by this Constitution;
  - (ii) to speak to any proposed resolution; and
  - (iii) to demand or join in demanding a poll on any resolution.
- (b) Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the Proxy, Attorney or Representative on how to vote on those resolutions, the appointment is taken to confer authority:
  - (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
  - (ii) to vote on any procedural motion; and
  - (iii) to act generally at the meeting.
- (c) Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to attend and vote:
  - (i) at the postponed or adjourned meeting; or
  - (ii) at the new venue.
- (d) An appointment of a Proxy may be a standing Proxy - that is, the appointment under the proxy remains valid until it is revoked by the

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*J. M. News*

Voting Member that made the appointment.

- (e) The instrument appointing a Proxy may provide for the Chairperson to act as Proxy in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting.
- (f) The instrument appointing a Proxy may direct the manner in which the Proxy is to vote in respect of a particular resolution.
- (g) A Director may be appointed as a Proxy, Attorney or Representative of a Member Country for the purposes of a General meeting and will hold two votes - their own and their Member Country's - at that meeting.

## **11. PROCEEDINGS AT GENERAL MEETING**

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### **11.1 Number for a quorum**

The number of Member Countries who must be present and eligible to vote for a quorum to exist at a General Meeting is four.

### **11.2 Requirement for a quorum**

An item of business may not be transacted at a General Meeting unless a quorum is present at the commencement of, and remains throughout, the General Meeting.

If, within 30 minutes after the time appointed for a General Meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members, is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the Chair determines.

### **11.3 Adjourned meeting**

If within 30 minutes after the time appointed for a General Meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members, is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the Chair determines.

### **11.4 President to preside over General Meetings**

- (a) The President is entitled to preside as chair at General Meetings.
- (b) If a General Meeting is convened and there is no President, or the President is not present within 15 minutes after the time appointed for the meeting, or is unable or unwilling to act, the following may preside as

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*J. M. Newson*

chair (in order of entitlement):

- (i) The Vice-President;
- (ii) a Director (or other person) chosen by a majority of the Board present;
- (iii) the only Director present; or
- (iv) a Representative, Proxy or Attorney of a Voting Member who is entitled to vote and is chosen by a majority of the Voting Members present.

### **11.5 Conduct of General Meetings**

- (a) The Chair:
  - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
  - (ii) may require the adoption of any procedure which in his or her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
  - (iii) may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever he or she considers it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chair under this **clause 11.6** is final.

### **11.6 Adjournment of General Meeting**

- (a) The Chair may, with the consent of any General Meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the Voting Members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

### **11.7 Notice of adjourned meeting**

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.

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*J. M. Lewis*

- (b) If meeting is adjourned for 30 days or more then, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

### **11.8 Questions decided by majority**

Subject to the requirements of the Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it. The Chair of the Board meeting will have a casting vote.

### **11.9 Equality of votes**

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried.

### **11.10 Declaration of results**

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the Chair that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the APSBF, is conclusive evidence of the fact.
- (c) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against a resolution.

### **11.11 Poll**

- (a) If a poll is properly demanded in accordance with the Act or by the Chair of the meeting, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

### **11.12 Objection to voting qualification**

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
  - (i) may not be raised except at that meeting; and

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*J. M. Lewis*

- (ii) must be referred to the Chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

### **11.13 Chair to determine any poll dispute**

If there is a dispute about the admission or rejection of a vote, the Chair must decide it and the Chair's decision is final.

### **11.14 Electronic voting**

Voting by electronic communication at General Meetings may be permitted from time to time in such instances as the Board may determine and shall be held in accordance with procedures prescribed by the Board.

## **12. VOTES OF MEMBERS**

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### **12.1 Votes of Members**

- (a) At a General Meeting, on a show of hands and on a poll, each of the Voting Members shall have the votes set out in this **clause 12.1**.
- (b) Each Member Country shall have one vote.
- (c) No Member other than Member Countries shall be entitled to vote at General Meetings.

### **12.2 Election of a President**

- (a) The Voting Members shall elect the President of the APSBF for a term as set out (e), who shall, subject to the Constitution, preside until the election of a new President. The President of the APSBF is a Director.
- (b) Any Ordinary Member shall be eligible for election as President.
- (c) The President shall, on expiry of his term, be eligible for re-election as President as set out in (e), providing that no person shall hold office of President for more than a total of ten consecutive years.
- (d) In the event that there is no successful nomination for the office of President at an AGM, the Board shall fill the casual vacancy and shall appoint one of the Board as the President for a term not to exceed one (1) year and/or until the next Annual General Meeting.
- (e) If any Nominated Director of the APSBF is elected as President under the previous sub-clause he shall forthwith resign as a Nominated Director.
- (f) A President may be elected for up to ten years with terms of three years, three years, two years and two years (in that order).
- (g) The First President shall be Francis Dewens who shall hold the office until the 2021 AGM.

Signed for identification by the President

*F. Dewens*

- (h) The Immediate Past President may attend at Board meetings at their own expense (unless that expense is otherwise approved by the Board) in an ex officio capacity for a period of one year after the conclusion of his/her term of office. The Immediate Past President shall not be entitled to vote at any Board meeting.

### 12.3 Nomination of Directors

- (a) Nominated Directors shall be appointed in accordance with this **clause 12.3** at the relevant Annual General Meeting.
- (b) Each Member Country shall be entitled to nominate one Director for its Country.
- (c) In the event that there is no nomination by a Member Country, the Board may fill the casual vacancy for a term not to exceed one (1) year and/or until the next Annual General Meeting.
- (d) A Nominated Director is nominated for a term of two years.
- (e) The First Nominated Directors shall be:-
- (i) Adam Wyard for Australia until the 2021 AGM;
  - (ii) John Chan for Papua New Guinea until the 2021 AGM;
  - (iii) Dan O'Sullivan for New Zealand until the 2021 AGM;
  - (iv) Praneel Singh for Fiji until the 2021 AGM;

### 12.4 Resolutions not in General Meeting

- (a) If all Voting Members sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of the APSBF held at the time on which the document was signed by the last Voting Member entitled to vote.
- (b) For the purposes of **clause 12.5(a)**, two or more separate documents containing statements in identical terms, each of which is signed by one or more Voting Members, are deemed together to constitute one document containing a statement in those terms signed by those Voting Members on the respective days on which they signed the separate documents.
- (c) A facsimile transmission or other form of visible or other electronic communication under the name of a Voting Member is deemed to be a document in writing signed by that Voting Member for the purpose of this clause.

## 13. DIRECTORS

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### 13.1 Number of Directors

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*J. M. W. S.*

There must be not less than four Directors.

### **13.2 Eligibility & Roles**

- (a) For the period from the date of this Constitution a person who is an employee of the APSBF or a Member Country (each a disqualifying position) may not hold office as a Director:
- (b) A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and is deemed to have vacated office as a Director from the date of the acceptance of the disqualifying position.
- (c) A person nominated or elected as a Director at the time of holding a disqualifying position must resign from that disqualifying position within 30 days or resign as a Director.
- (d) The Board may determine position or role descriptions and the necessary qualifications for Director positions.

### **13.3 Office held until end of meeting**

A retiring Director holds office until the end of the Annual General Meeting at which that Director retires but, subject to the requirement of this Constitution, is eligible for re-nomination or re-election as the case may be.

### **13.4 Casual vacancy in ranks of Nominated Directors**

- (a) A Member Country may at any time appoint a person to fill a casual vacancy of its Nominated Director.
- (b) A person appointed under **clause 13.4(a)** holds office for the remainder of the vacating Director's term.

### **13.5 Remuneration of Directors**

Subject to **clause 13.7**, a Director must not be paid for services as a Director but, with the prior minuted approval of the Board and subject to the Act, may be:

- (a) paid by the APSBF for services rendered to it other than as a Director; and
- (b) reimbursed by the APSBF for their reasonable travelling, accommodation and other expenses when:
  - (i) travelling to or from meetings of the APSBF, the Board, or a sub-committee; or
  - (ii) otherwise engaged in the affairs of the APSBF.

### **13.6 Honorarium**

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*J. M. W. S.*

The APSBF may in General Meeting by ordinary resolution determine to pay a Director in arrears an ex-gratia payment, but no payment shall be made until the same has been expressly authorized by the APSBF.

### **13.7 Removal of Director**

- (a) A Director may be removed by the Member Country who appointed him/her at any time and for any reason.
- (b) The Member Country shall deliver a written notice to the Secretary General accompanied by a copy of the resolution passed by the Member Country's Board or Executive resolving that the Director's appointment be terminated.

### **13.8 Vacation of office**

The office of a Director becomes vacant when the Act says it does and also if the Director:

- (a) dies;
- (b) is removed in accordance with **clause 13.7**;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (d) resigns from office by notice in writing to the APSBF;
- (e) accepts appointment to, or becomes the holder of, a disqualifying position as set out in **clause 13.2** and does not resign from that position within 30 days;
- (f) is not present at three consecutive Board meetings without leave of absence from the Board; or
- (g) is directly or indirectly interested in any contract or proposed contract with the APSBF and fails to declare the nature of the interest.

### **13.9 Alternate Director**

A Director cannot appoint an alternate.

## **14. POWERS AND DUTIES OF DIRECTORS**

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### **14.1 Directors to manage the APSBF**

The Board is to manage the APSBF's business and may exercise those of the APSBF's powers that are not required, by the Act or by this Constitution, to be exercised by the APSBF in General Meeting.

### **14.2 Specific powers of Directors**

Without limiting **clause 14.1**, the Board may exercise all the APSBF's powers to

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*J. M. Lewis*

borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the APSBF or of any other person.

### **14.3 Time, etc.**

Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur, or a circumstance is to change on or by a particular date, the Board may in its absolute discretion extend that time, period or date as it thinks fit both prospectively and retrospectively.

### **14.4 Appointment of Attorney**

The Board may appoint any person to be the APSBF's Attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions it thinks fit.

### **14.5 Provisions in power of Attorney**

A power of attorney granted under **clause 14.4** may contain any provisions for the protection and convenience of persons dealing with the Attorney that the Board think fit and may also authorise the Attorney to delegate (including by way of appointment of a substitute Attorney) all or any of the powers, authorities and discretions of the Attorney.

### **14.6 Delegation of powers**

- (a) Without limiting **clause 14.4** the Board may, by resolution or by power of attorney delegate any of its powers to any person as it thinks fit.
- (b) Any delegation by the Board of its powers:
  - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
  - (ii) may be either general or limited in any way provided in the terms of the delegation;
  - (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
  - (iv) may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the Attorney on the Attorney's opinion, belief or state of mind about that matter.
- (d) Any power exercised by an Attorney is as effective as if it had been exercised by the Board.

### **14.7 Code of Conduct**

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*J. M. Lewis*

The Board must:

- (a) adopt a code of conduct for Directors; and
- (b) periodically review the code of conduct in light of the general principles of good corporate governance.

## **15. PROCEEDINGS OF THE BOARD**

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### **15.1 Board meetings**

- (a) Subject to **clause 15.1(b)**, the Board may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Board must meet at least twice in each calendar year.

### **15.2 Questions decided by majority**

A question arising at a Board meeting is to be decided by a majority of votes of the Directors present and entitled to vote. Each Director present has one vote on a matter arising for decision by the Board.

### **15.3 Chair's casting vote**

The Chair of the Board meeting will have a casting vote.

### **15.4 Quorum**

Three Directors present constitutes a quorum.

### **15.5 Effect of vacancy**

- (a) The continuing Directors may act despite a vacancy in their number.
- (b) However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling an Elected Director vacancy to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

### **15.6 Convening meetings**

- (a) Two Directors may, and the Secretary General on the request of the two Directors must, convene a Board meeting as soon as possible.
- (b) Notice of a meeting of the Board must be given individually to each Director (except a Director on leave of absence approved by the Board). Notice of a meeting of the Board may be given in person, or by post or by telephone, facsimile or other electronic means.
- (c) A Director may waive notice of a meeting of the Board by giving notice to that effect to the Secretary General in person or by post or by telephone,

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facsimile or other electronic means.

- (d) A person who attends a meeting of the Board waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a meeting of the Board or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at a Board meeting.

#### **15.7 Election of Vice-President, Treasurer, Secretary General and Public Officer**

- (a) The Board must at the first Board meeting after the AGM, annually elect by a majority vote three of their number to be respectively:-
  - (i) the Vice-President;
  - (ii) the Treasurer; and
  - (iii) the Secretary General.
- (b) The positions held at the date this Constitution was adopted were filled by the following Directors:-
  - (i) Dan O'Sullivan as the Vice-President pro tem until the 2021 AGM;
  - (ii) Adam Wyard as the Treasurer pro tem until the 2021 AGM; and
  - (iii) Lyndon Parnell as the Secretary General pro tem until the 2021 AGM.
- (c) The Board must at the first Executive meeting after the AGM, annually appoint a Public Officer.
- (d) The First Public Officer shall be Lyndon Parnell pro tem until the 2021 AGM.
- (e) If at any meeting the President is not present or is not willing to chair the meeting, then the Vice-President shall chair the meeting.
- (f) If at any meeting neither the President nor the Vice-President are present or are not willing to chair the meeting, then the Directors present may elect one of their number to be Chair of the meeting.

#### **15.8 Circulating resolutions**

- (a) The Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Board)

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sign a document containing a statement that they are in favour of the resolution set out in the document.

- (b) Separate copies of the document referred to in (a) may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. A facsimile transmission or other document produced by electronic means under the name of an Director with the Director's authority is taken to be a document signed by the Director for the purposes of **clause 15.8(a)** and is taken to be signed when received by the Secretary General in legible form.
- (c) The resolution is passed when the last Director signs or abstains from voting.

### **15.9 Validity of acts of Directors**

Everything done at a Board meeting or a sub-committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated their office.

### **15.10 Directors' Interests**

- (a) Every Director shall declare to the Board any material personal interest or related party transaction, as soon as practicable after that Director becomes aware of their interest in the matter.
- (b) Where a Director declares a material personal interest or in the event of a related party transaction, that Director is ineligible to receive the Board's meeting papers relating to the matter and must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise permitted by the Board.
- (c) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Board or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (d) The Secretary General shall maintain a register of declared interests.

### **15.11 Minutes**

The Board must cause minutes of meetings to be made and kept in accordance with s.251A *Corporations Act 2001 (Cwth)*.

### **15.12 Appointment of Company Secretary**

There must be at least one Company Secretary who is to be appointed by the Directors.

### **15.13 Suspension and removal of Company Secretary**

The Directors may suspend or remove a Company Secretary from that office.

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#### 15.14 Powers, duties and authorities of Company Secretary

A Company Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.

### 16. TELECOMMUNICATION MEETINGS

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#### 16.1 Telecommunication Meeting

- (a) A General Meeting or a Board meeting may be held as a Telecommunication Meeting, provided that:
- (i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Board meeting (as applicable); and
  - (ii) the meeting is convened and held in accordance with the Act.
- (b) All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this **clause 16**.

#### 16.2 Conduct of Telecommunication Meeting

The following provisions apply to a Telecommunication Meeting:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the Chair of leaving the meeting; and
- (f) a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

### 17. SUB-COMMITTEES

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*J. M. Lewis*

### 17.1 Sub-Committees

The Board may delegate any of its powers to sub-committees consisting of those persons it thinks fit (including Directors, individuals and consultants), and may vary or revoke any delegation at any time and for any reason.

### 17.2 Powers delegated to Sub-Committees

- (a) A sub-committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Board.
- (b) Powers delegated to and exercised by a sub-committee are taken to have been exercised by the Board.

### 17.3 Committee meetings

Unless otherwise determined by the Board, sub-committee meetings are governed by the provisions of this Constitution dealing with Board's meetings, as far as they are capable of application.

## 18. POLICIES & BY-LAWS

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### 18.1 Making and amending Policies and By-laws

- (a) In addition to Policies and By-laws made under **clause 7.2**, the Board may from time to time make, amend, repeal and replace Policies and By-laws:
  - (i) that are required to be made under this Constitution; or
  - (ii) which, in their opinion, are necessary or desirable for the control, administration and management of the APSBF's affairs.
- (b) The Policies and By-laws referred to in **clause 7** and this **clause** take effect 24 hours after the publication of the Policy or By-law on the APSBF's website and shall be of full force and effect from that date.

### 18.2 Effect of Policies and By-laws

Each Policy and By-law:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution;
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution; and
- (d) may be overruled if a resolution to that effect is passed by the Voting Members at a General Meeting.

## 19. INSPECTION OF RECORDS

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A Member does not have the right to inspect any document of the APSBF (including registers kept by the APSBF) except as required by law.

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**20. ACCOUNTS**

**20.1 Accounting Records**

The Board will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Act.

**20.2 Reviewer**

A properly qualified reviewer shall be appointed by the Board and the remuneration of such reviewer fixed and duties regulated in accordance with the Act.

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**21. SERVICE OF DOCUMENTS**

**21.1 Document includes notice**

In this **clause 21**, document includes a notice.

**21.2 Methods of service on a Member**

The APSBF may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a facsimile number or electronic address nominated by the Member.

**21.3 Methods of service on the APSBF**

A Member may give a document to the APSBF:

- (a) by delivering it to the nominated address;
- (b) by sending it by post to the nominated address; or
- (c) by sending it to a facsimile number or electronic address nominated by the APSBF.

**21.4 Post**

A document sent by post if sent to an address:

- (a) in Australia, may be sent by ordinary post; and
- (b) outside Australia, or sent from an address outside Australia, must be

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sent by airmail,

and in either case is taken to have been received on the fourth business day after the date of its posting.

### **21.5 Facsimile or electronic transmission**

If a document is sent by facsimile or electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the facsimile or electronic transmission; and
- (b) have been delivered on the business day following its transmission.

## **22. INDEMNITY**

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### **22.1 Indemnity of officers**

- (a) This **clause 22** applies to every person who is or has been:
  - (i) a Director, the President, and the Public Officer of the APSBF; and
  - (ii) to any other officers, employees, former officers or former employees of the APSBF as the Board in each case determines.

Each person referred to in this paragraph (a) is referred to as an "Indemnified Officer" for the purposes of the rest of **clause 22**.

- (b) The APSBF will indemnify each Indemnified Officer out of the property of the APSBF against:
  - (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs whilst acting for the APSBF or as part of the Board; and
  - (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved whilst acting for the APSBF or as part of the Board,

unless:

- (iii) the APSBF is forbidden by statute to indemnify the person against the liability or legal costs; or
- (iv) an indemnity by the APSBF of the person against the liability or legal costs would, if given, be made void by statute.

### **22.2 Insurance**

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The APSBF shall pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Indemnified Officer against liability that the Indemnified Officer incurs whilst acting for the APSBF or as part of the Board including a liability for legal costs, unless:

- (a) the APSBF is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the APSBF paid the premium, be made void by statute.

### **22.3 Deed**

The APSBF may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by **clause 22.1** on the terms the Board thinks fit (as long as they are consistent with **clause 22**).

## **23. WINDING UP**

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### **23.1 Contributions of Members on winding up**

- (a) Each Member Country must contribute on an equal basis to the APSBF's property if the APSBF is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
  - (i) payment of the APSBF's debts and liabilities contracted before their membership ceased; and
  - (ii) the costs of winding up; and
  - (iii) adjustment of the rights of the contributories among themselves,

and the amount is not to exceed \$1.00.
- (c) No other Member must contribute to the APSBF's property if the APSBF is wound up.

### **23.2 Excess property on winding up**

- (a) If on the winding up or dissolution of the APSBF, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
  - (i) having objects similar to those of the APSBF; and
  - (ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.

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- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter

**24. AMENDMENT OF THE CONSTITUTION**

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**24.1 Notice of proposed amendment**

Any Voting Member may propose an alteration to, or the replacement of, this Constitution. Any notice proposing an alteration to, or the replacement of, this Constitution must be given in accordance with clause 10.3(c).

**24.2 Voting on a proposed amendment**

The Constitution may only be amended or replaced by a Special Resolution.

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