

CONSTITUTION

Of

Boxing Australia (NSW)

- Amended 2022

1. DEFINITION AND INTERPRETATION

1.1 Definitions

In this Constitution, unless the context otherwise requires:

“Act” means the *Associations Incorporation Act 2009 (NSW)*, as may be amended from time to time; and shall also be taken to refer to any Act of the State of New South Wales which may replace the *Associations Incorporations Act 2009 (NSW)*.

“IBA” means the International Boxing Association; an association incorporated in the Swiss Confederation.

“IBA Anti-Doping Rules” mean the Rules adopted by AIBA in conformity with its responsibilities under the World Anti-Doping Code.

“IBA By-laws” mean the by-laws adopted from time to time by AIBA pursuant to article 38 of the AIBA Statutes.

“IBA Code of Ethics” means the Code adopted from time to time by AIBA dealing with ethical issues.

“IBA Disciplinary Code” means the Code adopted from time to time by AIBA dealing with discipline issues.

“IBA’s Statutes, By-law, Rules and Codes” mean the Statutes, By-laws, Rules and Codes of AIBA, as in force from time to time.

“IBA Statutes” mean the Constitution of AIBA as may be amended from time to time.

“IBA Technical and Competition Rules” mean collectively the AIBA Technical Rules, the AOB Competition Rules, the APB Competition Rules and the WSB Competition Rules as adopted and amended by AIBA from time to time.

“IBA Technical Rules” mean the technical rules adopted by AIBA from time to time and which apply to AOB, APB and WSB.

“Alternative Delegate” means a person appointed in accordance with clause 13.1(b) of this Constitution to represent BA(NSW) at a General Meeting or General Meetings of Boxing Australia.

“Annual General Meeting” means a meeting of the members of BA(NSW) convened in accordance with clause 10.2 of this Constitution.

“Annual membership subscription fee” means that fee fixed from time to time by the Committee in accordance with clause 8.5(d)(ii) of this Constitution.

“AOB” means AIBA Open Boxing.

“AOB Competition Rules” mean the competition rules for AOB adopted by AIBA from time to time.

“APB” means AIBA Pro Boxing.

“APB Competition Rules” mean the competition rules for APB adopted by ABA from time to time.

“Board” means the Board of Boxing Australia constituted in accordance with clause 13.1 of the Boxing Australia Constitution.

“Boxing” means the sport of boxing.

“Boxing Australia” means Boxing Australia Limited (ACN 163 279 294); a company limited by guarantee.

“Boxing Australia Constitution” means the Constitution of Boxing Australia, as may be amended from time to time.

“Boxing competition” means any boxing bout, competition or championship, whether conducted:

(a) within the State of New South Wales;

(b) nationally, within some other State or Territory of the Commonwealth of Australia; or

(c) internationally;

which is conducted, organised, authorised and/or sponsored by BA(NSW); or in which BA(NSW) participates or is officially represented.

“BA(NSW)” means Boxing Australia (New South Wales).

“Boxing officials” mean coaches, assistant coaches, referees, judges, timekeepers, gloving stewards, match makers, promoters, boxers’ managers, team managers and other like officials.

“By-Laws” mean By-Laws made in accordance with clause 12.2(b)(ii) of this Constitution.

“Chairperson” means a person who, as the case requires, chairs:

(a) a General Meeting in accordance with clause 11.1 of this Constitution; or

(b) a meeting of the Committee in accordance with clauses 12.9(i) or 12.9(j) of this Constitution.

“Committee” means the Committee of BA(NSW) referred to in clause 12.1 of this Constitution.

“Committee Member” means a member of the Committee referred to in clause 12.1 of this Constitution.

“Constitution” means, save in an express reference to the Boxing Australia Constitution, this Constitution, as may be amended from time to time.

“Delegate” means a person appointed in accordance with clause 13.1(a) of this Constitution to represent BA(NSW) at a General Meeting or General Meetings of Boxing Australia.

“Eligible Member” means a member eligible in accordance with the requirements of clause 12.4(a) and 12.4(ab) of this Constitution to be elected as a Committee Member.

“Entrance fee” means that fee fixed by the Committee from time to time in accordance with clause 8.5(d)(i) of this Constitution.

“Financial year” means a year calculated in accordance with clause 14.3 of this Constitution.

“General Meeting” means, save in an express reference to a General Meeting of Boxing Australia, either an Annual General Meeting or a Special General Meeting of the members of BA(NSW).

“Member” means a member of BA(NSW).

“Member Association” means a company or an incorporated association that is a member of Boxing Australia in accordance with clauses 6.1 and, where applicable, 8.3(f) of the Boxing Australia Constitution.

“Minutes” means minutes of:

- (a) General Meetings;
- (b) meetings, including telecommunication meetings, of the Committee; and
- (c) meetings of sub-committees.

“Objects of Boxing Australia” mean the objects of Boxing Australia as specified in clause 2.1 of the Boxing Australia Constitution.

“Objects of BA(NSW)” means the objects of BA(NSW) as specified in clause 3.1 of this Constitution.

“Office Bearer” means a Committee Member as further described in clause 12.1(b) of this Constitution.

“Ordinary Resolution” means a resolution carried by a simple majority of those present and entitled to vote at, as the case requires:

- (a) a General Meeting;
- (b) a meeting of the Committee.

“Participants” mean those persons engaged in, or associated with, the sport of boxing as boxers, boxing officials and members of Member Associations; together with all other individuals, clubs, associations and other entities who or which are registered or otherwise affiliated with Member Associations.

“President” means the person holding office under this Constitution as the President of BA(NSW).

“Proxy” means a person appointed by a member in accordance with clause 10.10 of this Constitution to vote on his or her behalf at a General Meeting.

“Register of Boxers” means the Register established in accordance with clause 18.1(a) of this Constitution.

“Register of Boxing Officials” means the Register established in accordance with clause 19.1(a) of this Constitution.

“Regulation” means a Regulation made in accordance with clause 14.3 of the Boxing Australia Constitution.

“Resolution” means, as the case requires, either an Ordinary Resolution or a Special Resolution.

“Secretary” means the person holding office under this Constitution as the Secretary of BA(NSW).

“Special General Meeting” means a meeting of the members of BA(NSW) convened in accordance with clause 10.3 of this Constitution.

“Special Resolution” means a resolution carried at a General Meeting by not less than 75% of the members of BA(NSW) entitled in accordance with this Constitution to vote on the motion for such Special Resolution.

“Sporting Power” means the power and authority vested in Boxing Australia by AIBA for the exclusive management and control of boxing in Australia.

“Sub-committee” means a sub-committee established by the Committee in accordance with clause 12.10 of this Constitution.

“Telecommunications meeting” means a meeting of the Committee conducted in accordance with clause 12.12 of this Constitution.

“Treasurer” means the person holding office under this Constitution as the Treasurer of BA(NSW).

“Vice President” means the person holding office under this Constitution as the Vice President of BA(NSW).

“WADA” means the World Anti-Doping Authority.

“World Anti-Doping Code” means the Anti-Doping Code as adopted by WADA from time to time.

“World Series of Boxing” means the international boxing league competition known as the World Series of Boxing, or such other name as may replace that name from time to time.

“WSB” means World Series of Boxing.

“WSB Competition Rules” mean the competition rules for the World Series of Boxing adopted by AIBA from time to time.

1.2 Interpretation

In this Constitution, unless the context otherwise requires:

- (a) a reference to a member present at a General Meeting means the member present in person or a proxy.
- (b) a reference to a document includes a reference to any amendment made to the same from time to time; and, unless the contrary intention is apparent, also includes a reference to a document or documents designed to replace the original document;
- (c) words importing any gender include all other genders;
- (d) a reference to a company, an incorporated association or any other body includes a reference to its successors in law;
- (e) the singular includes the plural and vice versa;
- (f) a reference to a law incorporates references to all regulations, by-laws and other instruments made pursuant to such law;
- (g) a reference to a law, be it of the Commonwealth or of a State or Territory, includes references to any amendments to, or replacements of, such law;
- (h) the words “include”, “includes”, “including” and “for example” are not to be construed as words of limitation;
- (i) where, by any provision in this Constitution, a document (including a notice) is required to be signed, that requirement may be satisfied in relation to an electronic communication of such document in any manner:
 - (i) permitted by any Commonwealth, State or Territory law relating to electronic transmissions; or
 - (ii) otherwise permitted by law;

or in such other manner as the Board may from time to time determine; and

- (j) “writing” and “written” include printing, typing and all other modes of reproducing words in a visible form; including, without any limitation, any representation of words in a physical document, or in an electronic communication or form, or otherwise.

1.3 Local State Or Territory Associations Incorporation Act

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 particular provision of the *Associations Incorporation Act 2009 (NSW)* the same meaning as in that provision of the *Associations Incorporation Act 2009 (NSW)*.

1.4 Headings

Headings are inserted in this Constitution for convenience only and do not affect the interpretation of the Constitution.

1.5 Severance

- (a) If any provision, or any part of any provision, in this Constitution is invalid or unenforceable in the State of New South Wales, such provision or part shall, where possible, be read down for the purposes of that jurisdiction so as to be valid and enforceable in that jurisdiction.
- (b) If, for the purposes of clause 1.5(a) of this Constitution, a provision, or a part of a provision, cannot be so read down, then it

shall be severed from this Constitution to the extent of the invalidity or unenforceability without affecting:

- (i) the remaining provisions in this Constitution; or
- (ii) the validity or enforceability of that provision, or that part of that provision, in any other jurisdiction.

2. BA(NSW)

2.1 Incorporation Of Boxing Australia (New South Wales)

Incorporated

There shall be an association incorporated in accordance with the Act and known as BA(NSW).

3. OBJECTS AND GOVERNANCE

3.1 The Objects Of BA(NSW)

The objects of BA(NSW) are:

- (a) promoting, developing and otherwise furthering the sport of boxing in the State of New South Wales;
- (b) promoting and encouraging boxing competitions and championships, both within and outside the State of New South Wales;
- (c) representing the interests of members, and the sport of boxing generally, in all appropriate forums in the State of New South Wales;
- (ca) observing and applying the AIBA Technical and Competition Rules;

- (cb) ensuring that all boxing competitions conducted or authorised by it are conducted in accordance with the AIBA Technical and Competition Rules; together with such other applicable rules as may be adopted by Boxing Australia consistently with the AIBA Technical and Competition Rules;
- (d) making By-laws and other rules for the control, regulation and management of boxing within the State of New South Wales; with such By-laws and other rules to be consistent with this Constitution and, so far as the laws (written and unwritten) of the State of New South Wales allow:
 - (i) with the Boxing Australia Constitution, and with all Regulations; and
 - (ii) with the Statutes, By-laws, Rules and Codes of AIBA; and
- (e) otherwise pursuing and furthering the objects of Boxing Australia, both within and outside the State of New South Wales.

3.2 Responsibilities To AIBA

- (a) Insofar as the laws (written and unwritten) of the Commonwealth of Australia and the State of New South Wales permit, BA(NSW) shall at all times comply with and observe the requirements of:
 - (i) the AIBA Statutes;
 - (ii) the AIBA By-laws;
 - (iii) the AIBA Technical and Competition Rules;
 - (iv) the AIBA Code of Ethics;
 - (v) the AIBA Disciplinary Code;
 - (vi) the AIBA Anti-Doping Code; and

(vii) the World Anti-Doping Code;

as the same may provide from time to time.

(b) Insofar as the laws (written and unwritten) of the Commonwealth of Australia and the State of New South Wales permit, BA(NSW) shall at all times use its best endeavours to ensure that each of:

(i) its members;

(ii) the boxers registered on the Register of Boxers maintained by it; and

(iii) the boxing officials registered on the Register of Boxing Officials maintained by it;

shall at all times comply with and observe the requirements of the measures referred to in clause 3.2(a) of this Constitution.

4. POWERS

4.1 The Powers Of BA(NSW)

BA(NSW):

(a) shall have the power to undertake all such actions and activities as may be necessary, incidental or conducive to the advancement of the objects of BA(NSW); and

(b) shall otherwise have all of the powers of an association incorporated under the Act.

4.2 AIBA Professional Boxing

(a) BA(NSW) recognises Boxing Marketing Arm SA as the sole and exclusive promoter of the APB program at both the continental and world levels.

- (b) BA(NSW) shall not associate with a promoter who or which is associated with a professional boxing or professional combat sporting organisation (other than AIBA, APB, WSB and/or such other professional entity or entities as may be established or authorised by AIBA).

4.3 Other Sporting Organisations

BA(NSW) may not be a member of, or affiliated with, any professional boxing or professional combat sporting organisation other than:

- (a) AIBA;
- (b) APB;
- (c) WSB;
- (d) any organisational division or other entity established from time to time by Boxing Australia in accordance with clause 3.2(a) of the Boxing Australia Constitution; and
- (e) such other professional entity or entities as may be established or otherwise recognised by AIBA from time to time.

5. PUBLIC OFFICER

5.1 Public Officer of BA(NSW)

BA(NSW) shall have at all times a public officer whose office shall be filled consistently with the requirements of the Act.

6. INCOME AND PROPERTY OF BA(NSW)

6.1 Sole Purpose

The income and property of BA(NSW) shall only be applied towards the promotion of the objects of BA(NSW).

6.2 Payments To Members

No income or property shall be paid or transferred, directly or indirectly, to any member except for payments to a member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to BA(NSW);
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent;
- (c) of reasonable rent for premises leased to BA(NSW) by such member; or
- (d) for any out-of-pocket expenses incurred by such member on behalf of BA(NSW).

7. BINDING EFFECT

7.1 Binding Effect Of This Constitution

All persons who are members of BA(NSW), and all boxers, boxing officials and other individuals, clubs, associations and other entities which are registered or affiliated with BA(NSW), shall be subject to and bound by:

- (a) this Constitution; and
- (b) all By-Laws and other rules made pursuant to this Constitution.

8. MEMBERS OF BA(NSW)

8.1 Membership of BA(NSW)

Membership of BA(NSW) shall be restricted to individual persons, and shall not be open to any:

- (a) companies;
- (b) incorporated associations;
- (c) unincorporated associations; or
- (d) other entities.

8.2 Eligibility For Membership Of BA(NSW)

A person shall be eligible for membership of BA(NSW) provided that such person:

- (a) is a resident of Australia;
- (b) is 18 years of age or older;
- (c) is of good character;
- (d) is not of unsound mind, or a person whose person or estate is liable to be dealt with in any way under a law of the State of New South Wales;
- (e) is not, at the time that he or she applies to become a member of BA(NSW), a person who is then suspended or expelled from:
 - (i) BA(NSW); or
 - (ii) another Member Association;consistently with the Regulations and;
- (f) has provided the Committee with a notice in writing, signed by him or her, that such applicant agrees:

- (i) to be bound by, and to observe, Boxing Australia's Anti-Doping and Participants Protection Regulations, as amended from time to time;
- (ii) that Boxing Australia's Anti-Doping and Participants Protection Regulations, as amended from time to time, may be enforced against him or her where appropriate;
- (iii) that Boxing Australia, where appropriate, may test and discipline him or her in accordance with Boxing Australia's Anti-Doping Regulations from time to time;
- (iv) that Boxing Australia may conduct investigations and hearings and, where appropriate, discipline him or her in accordance with Boxing Australia's Participants Protection Policy, as amended from time to time; and
- (v) subject to the laws (written and unwritten) of the Commonwealth of Australia and the State of New South Wales, to be bound by the requirements of the measures referred to in clause 3.2(a) of this Constitution.

8.3 Applications For Membership Of BA(NSW)

- (a) All applications for membership of BA(NSW) shall be:
 - (i) in the form set out in Appendix 1 to this Constitution;
 - (ii) accompanied by the notice in writing referred to in clause 8.2(f) of this Constitution; and
 - (iii) lodged with the Secretary.

- (b) As soon as practicable after receiving an application for membership of BA(NSW) the Secretary must refer the application to the Committee for approval or rejection.
- (c) As soon as practicable after receiving an application for membership of BA(NSW) from the Secretary, the Committee must, in the exercise of its absolute and unfettered discretion, either approve or reject the application.
- (d) As soon as practicable after the Committee has either approved or rejected an application for membership of BA(NSW), the Secretary must:
 - (i) notify the applicant in writing of the Committee's decision to approve or reject the application (as the case may be); and
 - (ii) if the Committee has approved the application, request the approved applicant to pay, within the period of 14 days after receipt by the applicant of such request, the sums payable in accordance with clause 8.S(a) and clause 8.S(b) of this Constitution as an entrance fee and an annual membership subscription fee respectively.
- (e) Upon payment in full of the sums referred to in clause 8.3(d) of this Constitution, the approved applicant shall be, and be deemed to be, a member of BA(NSW).

8.4 Register Of Members

- (a) The Secretary shall establish and maintain a Register of the members of BA(NSW).

- (b) The Secretary shall be responsible for at all times ensuring that the Register of Members of BA(NSW) shall contain current information concerning:
 - (i) the name of each member;
 - (ii) the address of each member;
 - (iii) the date upon which each member became a member of BA(NSW);
 - (iv) such other information as may from time to time be required by the Committee; and
 - (v) such other information as may from time to time be required by the Act.
- (c) In the event that a person ceases, for any reason or reasons, to be a member of BA(NSW), the Secretary shall thereupon record that fact in the Register of Members; together with the date on which that person so ceased to be a member of BA(NSW).
- (d) The Register of Members shall be kept by the Secretary at the principal place of administration of BA(NSW); and must be kept open for inspection, free of charge, by any member at any reasonable time, subject to the privacy laws of the Commonwealth of Australia and of the State of New South Wales.
- (e) A member may obtain a copy of all or any part of the Register of Members upon request to BA(NSW) and at a fee which may be fixed in a reasonable amount determined by the Committee in the exercise of its absolute and unfettered discretion.
- (f) The Secretary shall, upon request from time to time made by the Board, provide a copy of the Register of Members to Boxing

Australia in such form, and by such means, as may be required by the Board.

8.5 Fees And Subscriptions

- (a) Every approved applicant for membership of BA(NSW) shall pay to BA(NSW) an entrance fee as and when requested from that approved applicant by the Secretary in accordance with clause 8.3(d)(ii) of this Constitution.
- (b) Every member shall pay to BA(NSW) each calendar year an annual membership subscription fee.
- (c)
 - (i) Except as provided by clause 8.5(c)(ii) of this Constitution, a member must pay his or her annual membership subscription fee to BA(NSW) before 1 February in each calendar year.
 - (ii) If the member becomes a member of BA(NSW) on or after 1 February in any calendar year, that member shall pay his or her annual membership subscription fee to BA(NSW) as and when requested by the Secretary in accordance with clause 8.3(d)(ii) of this Constitution, and before 1 February in each succeeding calendar year.
- (d) The Committee shall determine from time to time the amounts of:
 - (i) the entrance fee payable by an approved applicant for membership of BA(NSW) in accordance with clause 8.5(a) of this Constitution; and

- (ii) the annual membership subscription fee payable by a member in accordance with clauses 8.5(b) and 8.5(c) of this Constitution.

8.6 Failure To Pay Any Monies Due And Payable To BA(NSW)

- (a) Except as provided by clause 8.5(c)(ii) of this Constitution, any member who, for any reason or reasons, fails to pay to BA(NSW):

- (i) that member's annual membership subscription fee payable in accordance with clauses 8.5(b) and 8.5(c) of this Constitution; or
- (ii) any other monies due and payable by that member to BA(NSW);

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

- (b) The Committee, in the exercise of its absolute and unfettered discretion, may restore membership of BA(NSW) to any person who has ceased to be a member by reason of the operation of clause 8.6(a) of this Constitution provided that all monies due and payable by that person to BA(NSW) are first paid in full.

8.7 Member Participating In The Affairs Of BA(NSW):

All members shall be entitled to attend:

- (a) all General Meetings and;
- (b) all boxing promotions, competitions and championships organised or sponsored by BA(NSW); subject only to such By-Laws, rules or decisions, as to attendance fees and otherwise, as may be

determined from time to time by the Committee in the exercise of its absolute and unfettered discretion; and to any applicable laws of the State of New South Wales.

8.8 The Obligations Of Members

Each member will:

- (a) at all times act for and on behalf of the interests of BA(NSW), of Boxing Australia, of participants and of the sport of boxing;
- (b) act in good faith and loyalty so as to maintain and enhance the standing of BA(NSW), of Boxing Australia, and of the sport of boxing, its standards, quality and reputation;
- (c) not do, or so far as it is within his or her power, permit to be done any act or thing which might:
 - (i) adversely affect or derogate from the standards, quality and reputation of the sport of boxing, or its maintenance and development or;
 - (ii) bring:
 - (A) BA(NSW);
 - (B) Boxing Australia; or
 - (C) the sport of boxing;into disrepute;
- (d) not act in a manner unbecoming of a member, or prejudicial to the objects either of Boxing Australia or of BA(NSW), or prejudicial to the sport of boxing;
- (e) comply with and observe:
 - (i) this Constitution; and

- (ii) the By-laws of BA(NSW); and
- (f) insofar as the laws (written and unwritten) of the Commonwealth of Australia and the State of New South Wales permit, comply with and observe:
 - (i) the Boxing Australia Constitution and the Regulations made there under; and
 - (ii) the Statutes, By-laws, Rules and Codes of AIBA.

8.9 Membership Entitlements Not Transferable

The rights, privileges and obligations which a member has by reason of being a member of BA(NSW):

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

8.10 Members' Liabilities

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

8.11 Cessation Of Membership

A member ceases to be a member of BA(NSW) if he or she:

- (a) is expelled from membership of BA(NSW) consistently with this Constitution;

- (b) fails to pay any monies due and payable to BA(NSW) in the circumstances referred to in clause 8.6(a) of this Constitution;
- (c) resigns as a member of BA(NSW) in accordance with the requirements of clause 8.12 of this Constitution; or
- (d) dies.

8.12 Resignation Of Members

A member may only resign as a member of BA(NSW) if that member first:

- (a) pays all monies due and payable by the member to BA(NSW); and
- (b) provides the Secretary with notice in writing of the member's intended resignation not less than 30 days (or such other period as may be determined by the Committee from time to time) before the resignation takes effect.

8.13 Return of Property

In the event that a member ceases to be a member of BA(NSW), such member shall immediately return to BA(NSW) all BA(NSW) records, documents and other property then in the possession, power or control of the member.

9. DISPUTES, COMPLAINTS, GRIEVANCES AND JURISDICTION

9.1 Disputes

A dispute:

- (a) between members;
- (b) between boxing officials registered with BA(NSW);
- (c) between a member or members and a boxing official or boxing officials registered with BA(NSW); or
- (d) between a member, members, a boxing official or boxing officials, and BA(NSW);

shall, upon an application made by a party or parties to the dispute in accordance with Regulations made for the purpose pursuant to clause 7.2 of the Boxing Australia Constitution, be determined or otherwise disposed of consistently with such Regulations.

9.2 Grievances And Complaints

A grievance of, or a complaint by:

- (a) BA(NSW);
- (b) any member;
- (c) any boxer registered with BA(NSW);
- (d) any boxing official registered with BA(NSW); or
- (e) any other person, club, association or entity registered or affiliated with BA(NSW);

concerning:

- (i) any matter arising under or in connection with this Constitution and/or with any By-Law; and/or
- (ii) any decision, conduct, action or inaction of:
 - (A) BA(NSW);
 - (B) any member or members;

- (C) any boxer or boxers registered with
BA(NSW);
- (D) any boxing official or boxing officials registered
with BA(NSW); and/or
- (E) any other person, club, association or entity
registered or affiliated with BA(NSW)

shall, upon an application made by a party or parties so
aggrievedr complaining in accordance with Regulations
made for the purpose pursuant to clause 7.2 of the Boxing
Australia Constitution, be determined or otherwise
disposed of consistently with such Regulations.

9.3 Jurisdiction

- (a) BA(NSW);
- (b) all members;
- (c) all boxers registered with BA(NSW);
- (d) all boxing officials registered with BA(NSW); and
- (e) all other persons, clubs, associations and entities registered or
affiliated with BA(NSW);

shall be subject, and by this Constitution submit unreservedly, to the:

- (i) jurisdiction;
- (ii) procedures;
- (iii) penalties; and
- (iv) appeal mechanisms;

of Boxing Australia as expressed, and to be found in, Regulations made
pursuant to clause 7.2 of the Boxing Australia Constitution.

9.4 Suspension of a member, official or Participant

(a) Where the Committee learns that a member is charged with, or has been convicted of, a criminal offence of nature that could bring BANSW into serious disrepute, the Committee may vote to suspend that person's membership for such period as it deems appropriate.

(b) Where the Committee learns that a member, participant, boxer or official are in breach of the "Code of Conduct", the Committee may vote to suspend that person's membership for such period as it deems appropriate.

(c) If the member whom it is proposed to suspend is a member of the Committee, they shall have no vote in the motion to suspend. The motion shall be carried if an absolute majority of members of the Committee vote in support of it.

(d) The suspended person shall be advised of their suspension and be further advised that if they contest the suspension the matter will be referred to Boxing Australia for investigation and determination.

(e) If the member contests the suspension, BA(NSW) may lodge a formal grievance or complaint with Boxing Australia, seeking to have the suspension upheld. In such case, the suspension shall remain in force pending Boxing Australia's determination."

10. GENERAL MEETINGS

10.1 General Meetings Of BA(NSW);

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

10.2 Annual General Meetings

Annual General Meetings of BA(NSW) shall be held:

- (a) within 18 months after this Constitution enters into force;
- (b) at least once in each calendar year and within 5 months after the end of BA(NSW) financial year; and
- (c) subject to the requirements of clause 10.2(a) and (b) of this Constitution, on dates, at times and at venues determined from time to time by the Committee.

10.3 Power To Convene Special General Meetings

- (a) The Committee may convene Special General Meetings on dates, at times and at venues determined by the Committee as and when it thinks fit to do so.

- (b) The Committee shall, on being so requisitioned in writing by not less than 10 per cent of the total number of members entitled to vote under this Constitution, convene a Special General Meeting.
- (c) For the purposes of clause 10.3(b) of this Constitution, a requisition in writing by members for a Special General Meeting:
 - (i) shall state the purpose or purposes of the proposed Special General Meeting;
 - (ii) shall be duly executed by or on behalf of the members so requisitioning;
 - (iii) shall be lodged with the Secretary; and
 - (iv) may consist of one or more duplicate requisition documents; each executed by or on behalf of one or more of the members so requisitioning.
- (d) Upon receiving a requisition in writing duly executed in accordance with clause 10.3(c) of this Constitution, the Secretary shall forthwith refer the same to the Committee, who shall thereupon convene a Special General Meeting consistently with the requirements of this Constitution.
- (e) If the Committee fails to convene a Special General Meeting within one month after the date on which the requisition in writing for the same was lodged with the Secretary in accordance with clause 10.3(c) of this Constitution, any two or more of the members who so made the requisition may themselves convene a Special General Meeting; to be held not more than 3 months after the date they convened the same.

- (f) A Special General Meeting convened by members in accordance with clause 10.3(e) shall be convened as nearly as practicable in the same manner as General Meetings are otherwise convened under this Constitution by the Committee; and any member who reasonably incurs expenses in consequence thereof is entitled to be reimbursed for the same by BA(NSW).

10.4 Notice Of General Meeting

- (a) Notice of a General Meeting must be given to all members in accordance with the requirements of clause 10.4(a)-(f) of this Constitution.
- (b) Not less than 45 days prior to the date fixed by the Committee for an Annual General Meeting, the Secretary shall by notice advise members of the date, time and venue of such Annual General Meeting; and shall further request from members:
 - (i) notices of any motions which such members might desire to move at that Annual General Meeting (which notices of motions, in order for the motions to be moved at that Annual General Meeting, must be received by the Secretary not less than 28 days prior to the Annual General Meeting);
 - (ii) where applicable nominations from eligible members for election to the Committee at the Annual General Meeting (which nominations, in order to be valid, must be received by the Secretary not less than 28 days prior to the Annual General Meeting); and

- (iii) any other items of business sought to be included on the Agenda for the Annual General Meeting.
- (c) Not less than 21 days prior to the date fixed by the Committee for an Annual General Meeting, the Secretary shall again provide members with advice by notice of the date, time and venue of such Annual General Meeting; together with:
 - (i) an Agenda for such Annual General Meeting;
 - (ii) in the case of a proposed-Special Resolution to be considered at the Annual General Meeting, notice of intention to move the same as a Special Resolution; together with a copy of the motion for the Special Resolution containing its terms;
 - (iii) a copy of each motion for an Ordinary Resolution to be considered at the Annual General Meeting;
 - (iv) a copy of the Minutes of the last Annual General Meeting;
 - (v) copies of all reports, statements and accounts to be considered by the members at the Annual General Meeting; and
 - (vi) a list of all nominations received for all positions subject to election at the Annual General Meeting.
- (d) Where the nature of the business to be dealt with at a Special General Meeting calls for consideration of one or more motions for a Special Resolution or Special Resolutions, at least 21 days notice of the date, time and venue of such Special General Meeting shall be given by the Secretary to members; together with:
 - (i) an Agenda for such Special General Meeting;

- (ii) in the case of each proposed Special Resolution, notice of intention to move the same as a Special Resolution; together with a copy of the motion for the Special Resolution containing its terms and;
 - (iii) a copy of each motion for an Ordinary Resolution to be considered at the Special General Meeting.
- (e) Save for Special General Meetings:
 - (i) convened in accordance with clause 10.3(e) of this Constitution; or
 - (ii) at which the nature of the business to be dealt with calls for consideration of one or more motions for a Special Resolution or Special Resolutions;at least 14 days notice of the date, time and venue of a Special General Meeting shall be given by the Secretary to the members; together with:
 - (A) an Agenda for such Special General Meeting; and
 - (B) a copy of each motion for an Ordinary Resolution to be considered at the Special General Meeting.
- (f) A member who seeks to raise any business at a General Meeting may give notice in writing of the matter or matters to the Secretary; who, subject to the requirements of clause 10.4(c), (d) and (e) of this Constitution, shall include notice of such matter or matters in the Agenda for the next General Meeting.

10.5 Cancellation Or Postponement Of General Meetings

Where a General Meeting is convened by the Committee, the Committee may, if it thinks fit, and subject to the requirements of clause 10.2 of this Constitution, cancel the same or postpone it to a date, time and venue the Committee may determine. This clause does not apply to a General Meeting convened by:

- (a) the Committee in accordance with clause 10.3(d) of this Constitution; or
- (b) members in accordance with clause 10.3(e) of this Constitution.

10.6 Written Notice of Cancellation Or Postponement Of A General Meeting

Written notice of the cancellation or postponement of a General Meeting must be given to each member, and such written notice must state the reason or reasons for the cancellation or postponement.

10.7 Contents Of Notice Postponing A General Meeting

A written notice postponing a General Meeting must, in addition to the matters referred to in clause 10.6 of this Constitution, specify:

- (a) the new date and time for the General Meeting; and
- (b) the venue for the General Meeting; which venue may be either the same or a different venue to the venue specified in the notice originally convening the General Meeting.

10.8 Number Of Clear Days For Postponement Of A General Meeting

The number of clear days from the giving of a written notice postponing a General Meeting to the date specified in that notice for the postponed General Meeting must not be less than the number of clear days notice of that General Meeting required to be given by clause 10.4 of this Constitution.

10.9 Non-Receipt Of Notice

The non-receipt of a written notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give such written notice to, member does not invalidate:

- (a) that General Meeting;
- (b) any resolution passed at that General Meeting or at a postponed General Meeting; or
- (c) the cancellation or postponement of that General Meeting.

10.10 Right Of A Member To Appoint A Proxy

- (a) A member entitled to vote shall be entitled to appoint a person as his or her proxy to attend and vote at a General Meeting, provided that such member notifies the Secretary in writing of such appointment prior to the commencement of a General Meeting by such form of notice as may be determined from time to time by the Committee.
- (b) A proxy appointment made in accordance with clause 10.10(a) of this Constitution may be revoked by the appointing member at any time by a notice in writing of such revocation provided to the Secretary.

11. PROCEEDINGS AT GENERAL MEETINGS

11.1 Chairing A General Meeting

- (a) The President, or, if the President is absent, unable or unwilling to act, the Vice-President, shall preside as Chairperson at each General Meeting.
- (b) In the event that both the President and the Vice-President are absent, unable or unwilling to act, the members present and entitled to vote at the General Meeting shall elect one of their number to preside as Chairperson at the General Meeting.

11.2 Requirement For A Quorum

- (a) No item of business shall be transacted at a General Meeting unless a quorum of members entitled to vote is present at the time the item of business is considered.
- (b) Ten members present in person or by proxy and entitled to vote constitute a quorum for the transaction of any business at a General Meeting.
- (c) If, within 30 minutes after the time appointed for the commencement of a General Meeting, a quorum of members is not present, the General Meeting shall:
 - (i) if convened by, or on the requisition of members in accordance with clause 10.3(d) or (e) of this Constitution, be deemed to be closed; and
 - (ii) in any other case, stand adjourned to such other day, time and venue as the Chairperson may determine.

- (d) If, in the course of a General Meeting, a quorum ceases to be present, then the Chairperson may, in his or her absolute and unfettered discretion, either:
 - (i) adjourn the meeting to such other day, time and venue as the Chairperson may determine; or
 - (ii) immediately terminate the meeting.
- (e) If a quorum is not present at an adjourned General Meeting within 30 minutes after the time appointed for the commencement of the General Meeting, then those members present and entitled to vote shall constitute a quorum.

11.3 Conduct Of General Meetings

- (a) The Chairperson at a General Meeting:
 - (i) shall have charge of the general conduct of the General Meeting, and of the procedures to be adopted and applied during the General Meeting;
 - (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, and for the proper and orderly casting and recording of votes; and
 - (iii) may terminate debate or discussion on any matter whatsoever where he or she considers it necessary or desirable for the proper conduct of the General Meeting.
- (b) Any decision taken by the Chairperson at a General Meeting in accordance with clause 11.3(a) of this Constitution shall be final.

11.4 Adjournment Of A General Meeting

- (a) The Chairperson at a General Meeting:
 - (i) may, with the consent of the majority of the members; and
 - (ii) must, if so directed by the majority of the members;
present and entitled to vote at a General Meeting at which a quorum
is present:
 - (A) adjourn the General Meeting; or
 - (B) adjourn any business, motion, question, resolution,
debate or discussion being considered. or
remaining to be considered, at the General
Meeting.
- (b) An adjournment effected in accordance with clause 11.4(a) of this
Constitution may be either:
 - (i) to a later time during the same meeting; or
 - (ii) to an adjourned date, time and venue agreed by a majority
of the members present and entitled to vote at the General
Meeting.
- (c) Only unfinished business shall be transacted at a General Meeting
resumed after an adjournment effected in accordance with clause
11.4(a) of this Constitution.

11.5 Notice Of An Adjourned Meeting

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

- (b) Where a General Meeting is adjourned for 30 days or more, at least that same period of written notice as was originally required for the General Meeting must be given for the adjourned General Meeting.

11.6 Voting At General Meetings

- (a) No member shall be entitled to vote at a General Meeting unless and until all monies due and payable to BA(NSW) by the member have been paid in full.
- (b) A member entitled to vote at a General Meeting may so vote either in person or by a proxy.
- (c) On each occasion when a vote is taken at a General Meeting, whether by show of hands or by ballot, a person entitled to vote shall have one vote only.
- (d) The Chairperson at a General Meeting shall not have a casting vote.
- (e) Where an equal number of votes are cast during a General Meeting in favour of and against a motion for an Ordinary Resolution or on any other question, the motion shall not be carried and the other question shall be deemed to have been lost (as the case may be).
- (f) At any General Meeting, a motion for a resolution put to the vote of the members entitled to vote shall be decided on a show of hands unless a poll is demanded in accordance with clause 11.6(i) of this Constitution, and the demand is not withdrawn.
- (g) A declaration by the Chairperson at any General Meeting that a motion for a resolution has, on a show of hands, been:
 - (i) carried; or

- (ii) carried unanimously; or
- (iii) carried by a particular majority; or
- (iv) lost;

and an entry to that effect in the Minutes of the General Meetings of the Company, are conclusive evidence of that fact.

- (h) Neither the Chairperson at the General Meeting nor the Minutes of the General Meetings of the Company need state, and it shall not be necessary to prove, the number or proportion of the votes recorded for or against a motion for a resolution.
- (i) A poll may be demanded on any question arising at a General Meeting (including a Page 37 motion for a resolution) by:
 - (i) the Chairperson of the General Meeting; or
 - (ii) not less than 5 members present at the General Meeting and entitled to vote.
- (j) If a poll is:
 - (i) required by the Chairperson at a General Meeting in accordance with the requirements of clause 11.6(i)(i) of this Constitution; or
 - (ii) properly demanded by members in accordance with the requirements of clause 11.6(i)(ii) of this Constitution;it shall be taken in the manner directed by the Chairperson; and the result of the poll shall be a resolution of the General Meeting at which the poll was demanded.
- (k) A poll demanded at a General Meeting:

- (i) for the election of a Chairperson of the General Meeting in accordance with clause 11.1(b) of this Constitution; or
- (ii) on the question of an adjournment of the General Meeting in accordance with clause 11.5(a) of this Constitution; must be taken immediately.
- (l) A demand for a poll may be withdrawn.
- (m) Save as required by clause 11.4(a) of this Constitution, a demand for a poll does not prevent a General Meeting continuing for the transaction of any business other than the question on which the poll is demanded.
- (n) If there is a dispute about the admission or rejection of a vote cast in a poll conducted at a General Meeting, the Chairperson of the General Meeting shall decide the dispute, and such decision shall be final.
- (o) An objection to the right of an individual to attend or vote at a General Meeting (including an adjourned General Meeting) must be referred to the Chairperson of the General Meeting, whose decision, taken at that General Meeting, shall be final.
- (p) A vote not disallowed in accordance with clause 11.6(0) of this Constitution shall be valid for all purposes.

11.7 Special Resolutions At General Meetings

A resolution carried at a General Meeting shall be deemed to be a Special Resolution provided that:

- (a) not less than 21 days written notice was provided to the members in accordance with either clause 10.4(c) or clause 10.4(d) of this Constitution of the motion for the resolution; and
- (b) not less than 75% of the members entitled in accordance with this Constitution to vote on the motion for the resolution voted in favour of the same at the General Meeting.

12. THE COMMITTEE OF BA(NSW)

12.1 Composition Of The Committee

- (a) The Committee of BA(NSW) shall consist of the Office Bearers and 3 other Committee Members.
- (b) The Office Bearers of BA(NSW) shall be:
 - (i) the President;
 - (ii) the Vice-President;
 - (iii) the Secretary; and
 - (iv) the Treasurer.

12.2 Powers And Duties Of The Committee

- (a) The control, management, direction and business of BA(NSW) under this Constitution are, between General Meetings of BA(NSW) duly convened pursuant to this Constitution, vested in the Committee acting in accordance with this Constitution.
- (b) Subject to the requirements of the Act and of this Constitution, and without limiting the generality of clause 12.2(a) of this Constitution, the Committee is empowered to:

- (i) perform all acts and do all things which may appear to the Committee to be necessary or desirable in the proper management of the affairs of BA(NSW);
- (ii) adopt such By-Laws for the proper management of BA(NSW) as may be consistent with this Constitution;
- (iii) borrow or otherwise raise money for and on behalf of BA(NSW);
- (iv) charge any property or business;
- (v) give any other security for a debt, liability or obligation of BA(NSW);
- (vi) develop and implement a strategic plan for BA(NSW) that is consistent and complementary with any strategic plan developed by Boxing Australia;
- (vii) develop and implement policies (and, where appropriate, By-Laws) in relation to participants' protection, equal opportunity, equity, drugs in sport, health, safety, risk management, junior, senior and women's programs and such other matters as may arise from time to time; all such policies and By-Laws being consistent with, and complementary to, any similar policies and Regulations developed by Boxing Australia; and
- (i) enter into and maintain any and all insurance contracts for and on behalf of BA(NSW) and its members and participants as the Committee may from time to time deem necessary or otherwise appropriate.

- (c) In the discharge of its functions, powers and responsibilities under this Constitution, the Committee shall at all times act:
 - (i) in accordance with, and in furtherance of, the objects of Boxing Australia and of BA(NSW); and
 - (ii) subject to the requirements of the Act and of this Constitution, in conformity with resolutions of the members in General Meeting.

12.3 Election Of Committee Members

- (a) The members of the Committee of BA(NSW) in office as such immediately prior to the adoption of this Constitution shall continue to hold office as such until the conclusion of the election referred to in clause 12.3(c) of this Constitution.
- (b) Elections for positions as Committee Members shall be conducted in accordance with the requirements of clause 12.4 of this Constitution.
- (c) Prior to the expiration of 6 calendar months immediately following the adoption of this Constitution, an election for the positions of all Committee Members shall be conducted either:
 - (i) at an Annual General Meeting convened by the Committee consistently with clause 10.2 of this Constitution; or
 - (ii) otherwise at a Special General Meeting convened by the Committee in accordance with clause 10.3(a) of this Constitution.

- (d) Not less than 45 days prior to the date fixed by the Committee for the General Meeting referred to in clause 12.3(c) of this Constitution, the Secretary shall by notice to the members:
 - (i) advise such members of the date, time and venue of that General Meeting; and
 - (ii) request nominations from eligible members for election to the Committee at that General Meeting (which nominations, in order to be valid, must be received by the Secretary not less than 28 days prior to the General Meeting).
- (e) Not less than 21 days prior to the date fixed by the Committee for the General Meeting referred to in clause 12.3(c) of this Constitution, the Secretary shall give notice to members:
 - (i) again advising such members of the date, time and venue of that General Meeting; and
 - (ii) advising such members of:
 - (A) the names of all nominees seeking election to the Committee at that General Meeting; and
 - (B) such other matters (if any) as may be required by the provisions of clauses 10.4(c), 10.4(b) or 10.4(e) of this Constitution.
- (f) Immediately prior to the first Annual General Meeting following the election referred to in clause 12.3(c) of this Constitution, the Returning Officer elected in accordance with clause 12.4(;) of this Constitution to conduct the election for Committee Members at that Annual General Meeting shall determine the names of 3 of the

existing Committee Members to retire at the conclusion of that Annual General Meeting by drawing lots; with:

- (i) each such retiring Committee Member being deemed to be a candidate for election as a Committee Member at that Annual General Meeting unless he or she advises the Returning Officer to the contrary; and
 - (ii) the remaining 4 Committee Members continuing to hold office until the conclusion of the second Annual General Meeting following the election referred to in clause 12.3(c) of this Constitution.
- (g) Subject to the requirements of clauses 12.3(f) ,12.5(a) and 12.6(a) of this Constitution, each of the Committee Members elected at each Annual General Meeting shall hold office until the conclusion of the second Annual General Meeting following his or her election; but each such Committee Member then retiring shall be eligible for election to the Committee at that second Annual General Meeting.
- (h) Immediately following each Annual General Meeting the Committee Members shall conduct an election among their number at which they shall elect (by a show of hands or by a poll) from among their number successively:
- (i) the President;
 - (ii) the Vice President;
 - (iii) the Secretary; and
 - (iv) the Treasurer;
- of BA(NSW) to hold office as such until the conclusion of the next Annual General Meeting.

- (i) In the event that an Office Bearer is unable or unwilling to continue to act in the office to which he or she was elected in accordance with clause 12.3(h) of this Constitution, then the Committee Members shall forthwith meet and elect (by show of hands or by a poll) one of their number to serve in that office until the next Annual General Meeting.
- (j) If, at an election conducted in accordance with either clause 12.3(h) or clause 12.3(i) of this Constitution, two or more candidates for the office of an Office Bearer are tied in voting, then the senior in age of the Committee Members present shall forthwith, and in the view of all the other Committee Members present, determine which of such candidates shall be deemed to be elected by drawing lots.

12.4 Conducting Elections Of Committee Members

- (a) To be eligible for election as a Committee Member, a person shall be:
 - (i) a member who will have been a member for a continuous period of not less than 9 months as at the date fixed for the election; and
 - (ii) solvent within the meaning of the *Bankruptcy Act 1966 (Cth)*.
- (ab) A person who is or has been:
 - (i) a member of;
 - (ii) a boxer or boxing official registered with; or
 - (iii) a person in any other manner affiliated with;

a professional boxing or professional combat sporting organisation
other than:

- (A) AIBA;
- (B) APB;
- (C) WSB;
- (D) any organisational division or other entity
established from time to time by Boxing Australia in
accordance with clause 3.2(a) of the Boxing
Australia Constitution; and/or
- (E) such other professional entity or entities as may be
established or otherwise recognised by AIBA from
time to time;

is ineligible for election as a Committee Member.

- (b) Following the provision by the Secretary of a notice to members pursuant to either clause 12.3(d) or clause 10.4(b) of this Constitution, an eligible member may nominate as a candidate for election to the Committee at the General Meeting referred to in such notice.
- (c) Each nomination for election in accordance with clause 12.3(b) of this Constitution must be:
 - (i) in the form set out in Appendix 2 to this Constitution; and
 - (ii) lodged with the Secretary not less than 28 days prior to the date fixed for the holding of the General Meeting at which such election is to take place in accordance with this Constitution.
- (d) The Secretary must reject any nomination lodged with him or her:

- (i) by a person who is not an eligible member; or
 - (ii) after the date for closure of nominations referred to in clause 12.4(c)(ii) of this Constitution.
- (e) The Secretary shall promptly advise every nominee in writing that his or her nomination has been received; and shall in each case either confirm that the nomination is valid or otherwise advise the nominee of the reason or reasons why the nomination is invalid.
- (f) The Secretary shall declare each candidate elected to the Committee if:
 - (i) nominations for election to the Committee have closed; and
 - (ii) the number of candidates is equal to the number of positions on the Committee to be filled.
- (g) In the event that no valid nomination for election to the Committee has been received by the Secretary by the close of nominations, then the Secretary shall declare that a casual vacancy exists for each of the positions on the Committee which was to have been filled by the election.
- (h) In the event that the number of valid nominations for election to the Committee is less than the number of positions on the Committee to be filled by the election, then the Secretary shall declare:
 - (i) each candidate elected to the Committee; and
 - (ii) that a casual vacancy exists for each remaining position on the Committee which was to have been filled by the election.

(i) If there are more candidates for election to positions on the Committee than the number to be elected, then a preferential ballot for such positions shall be conducted at the General Meeting by a Returning Officer:

- (i) who shall be elected by the members present at the General Meeting and entitled to vote;
- (ii) who may be, but need not be, a member of BA(NSW); and
- (iii) who shall not be a candidate for election to the Committee in the election.

(j) Save in the case of the election conducted in accordance with clause 12.3(c) of this Constitution, only members who have been members of BA(NSW) for a continuous period of 9 months or more immediately prior to the preferential ballot referred to in clause 12.4(i) of this Constitution shall be entitled to vote in such ballot.

(k) The preferential ballot referred to in clause 12.4(i) of this Constitution shall be conducted as follows:

- (i) each voting member shall allocate a number beside the name of each nominee recorded on a ballot paper prepared and distributed by or by the direction of the Secretary; from number 1 for his or her most preferred nominee, through the list of nominees and with his or her least preferred nominee on the ballot paper being allocated the highest number;
- (ii) to be valid, a completed ballot paper must contain a number beside the name of each nominee recorded on the ballot

paper, and the same number may not appear more than once on each ballot paper;

- (iii) where there are three Committee positions to be filled by the election, then the three nominees with the lowest total number of valid votes cast in favour of each of them by the members voting in the election shall be declared by the Returning Officer to have been duly elected to the Committee;
- (iv) where there are four Committee positions to be filled by the election, then the four nominees with the lowest number of valid votes cast in favour of each of them by the members voting in the election shall be declared by the Returning Officer to have been duly elected to the Committee;
- (v) in the event that two or more of the nominees receive the same lowest total number of valid votes cast in favour of each of them by the members voting in the election, then, for the purpose of determining which of them shall have been elected to the Committee, and following a countback conducted by the Returning Officer, the tied nominee or nominees who has or have received the greatest number of first preference votes cast by the members in the election shall be declared by the Returning Officer to have been duly elected to the Committee; and
- (vi) should the countback referred to in sub-clause 12.4(k)(v) of this Constitution fail to identify a nominee or nominees

preferred by the members in the manner specified in that sub-clause, then the Returning Officer shall draw the name or names of the tied nominees by lot so as to fill the vacant Committee position or positions (as the case may be), and that nominees or those nominees shall be declared by the Returning Officer to have been duly elected to the Committee

- (l) For the purposes of an election to be conducted at an Annual General Election to fill a casual vacancy on the Committee in accordance with clause 12.5(b) of this Constitution (each of which elections shall hereafter be referred to as “a casual vacancy election”);
 - (i) such casual vacancy election shall be conducted immediately after the election conducted to fill Committee positions in accordance with clause 12.3(f) and (g) of this Constitution;
 - (ii) those persons:
 - (A) who have duly lodged nominations for election to the Committee in accordance with clause 12.4(b) of this Constitution and whose nominations have not been withdrawn by the nominees prior to or at the conclusion of the election conducted in accordance with clause 12.3(f) and (g) of this Constitution immediately before the casual vacancy election; and

(B) who have not been elected to the Board in the election conducted in accordance with clause 12.3(f) and (g) of this Constitution immediately before the casual vacancy election;

shall be deemed to be nominees for election to the Committee in the casual vacancy election;

- (iii) the Secretary shall declare each such nominee duly elected to the Committee if the number of such nominees for election to the Committee is equal to the number of Committee positions to be filled by the casual vacancy election;
- (iv) in the event that there are no such nominees for election to the Committee in the casual vacancy election, then the Secretary shall declare that a casual vacancy exists for each of the Committee positions which was to have been filled by the casual vacancy election, which casual vacancy may subsequently be filled in accordance with clause 12.5(b) of this Constitution;
- (v) in the event that the number of such nominees for election to the Committee is less than the number of Committee positions to be filled by the casual vacancy election, then the Secretary shall declare:
- (A) each such nominee duly elected to the Board; and
- (B) that a casual vacancy exists for each of the remaining Committee positions which was to have been filled by the casual vacancy election, which

casual vacancy may subsequently be filled in
accordance with clause 12.5(b) of this Constitution;

- (vi) in the event that the number of such nominees for election to the Committee exceeds the number of Committee positions to be filled by the casual vacancy election, a preferential ballot shall be conducted as follows:
 - (A) unless determined otherwise by the members present for the casual vacancy election, the Returning Officer who presided at the election conducted in accordance with clause 12.3(f) and (g) of this Constitution immediately before the casual vacancy election shall preside at the casual vacancy election;
 - (B) each voting member shall allocate a number beside the name of each nominee recorded on a ballot paper prepared and distributed by or by the direction of the Secretary; from number 1 for his or her most preferred nominee, through the list of nominees and with his or least preferred nominee being allocated the highest number;
 - (C) to be valid, a completed ballot paper must contain a number beside the name of each nominee recorded on the ballot paper, and the same number may not appear more than once on each ballot paper;
 - (D) where there is one Committee position to be filled by the election, then the nominee with the lowest total

number of valid votes cast in his or her favour by the members voting in the election shall be declared by the Returning Officer to have been duly elected to the Committee;

- (E) where there are two or more Committee positions to be filled by the election, then those nominees with the lowest total number of valid votes cast in favour of each of them by the members voting in the election (being no more nominees than are necessary to fill the Committee positions to be filled by the election) shall be declared by the Returning Officer to have been duly elected to the Committee;
- (F) in the event that two or more of the nominees receive the same lowest total number of valid votes cast in favour of each of them by the members voting in the election, then, for the purpose of determining which of them shall have been elected to the Committee, and following a countback conducted by the Returning Officer, the tied nominee or nominees who has or have received the greatest number of first preference votes cast by the members in the election shall be declared by the Returning Officer to have been duly elected to the Committee; and
- (G) should the countback referred to in sub-clause 12.4(l)(vi)(F) of this Constitution fail to identify a

nominee or nominees preferred by the members in the manner specified in that sub-clause, then the Returning Officer shall draw the name or names of the tied nominees by lot so as to fill the vacant Committee position or positions (as the case may be), and that nominee or those nominees shall be declared by the Returning Officer to have been duly elected to the Committee.

12.5 Casual Vacancies On The Committee

(a) For the purposes of this Constitution, a casual vacancy shall occur in the position of a Committee Member in the circumstances specified in clauses 12.4(g), 12.4(h) or 12.4(l)(iv) or (v) of this Constitution or, if between elections of Committee Members, a Committee Member:

- (i) dies;
- (ii) ceases to be a member of BA(NSW) for any reason;
- (iii) ceases to be a resident of Australia;
- (iv) becomes:
 - (A) a member of;
 - (B) registered as a boxer or boxing official with; or
 - (C) in any other manner affiliated with;a professional boxing or professional combat sporting organisation other than:
 - (v) AIBA;
 - (w) APB;

- (x) WSB;
 - (y) any organisational division or other entity established from time to time by Boxing Australia in accordance with clause 3.2(a) of the Boxing Australia Constitution; and/or
 - (z) such other professional entity or entities as may be established or otherwise recognised by AIBA from time to time.
 - (v) becomes insane or of unsound mind;
 - (vi) is absent from 3 consecutive Committee meetings without the consult of the Committee;
 - (vii) resigns from office as a Committee Member by a notice in writing provided either to the Secretary or to the President;
 - (viii) is directly or indirectly interested in any contract or proposed contract with BA(NSW) and fails to declare the nature of the interest as required by clause 12.B(k) or of this Constitution;
 - (ix) is removed from office in accordance with clause 12.6(a) of this Constitution.
- (b) In the event of a casual vacancy in the office of a Committee Member, the Committee shall, where possible, appoint an eligible member to fill the vacancy; and an eligible member so appointed shall hold office as a Committee Member, subject to this Constitution, until the office so vacated can be filled by an election conducted in accordance with this Constitution at the next Annual General Meeting following the casual vacancy at which an election

for the Committee is required to be conducted in accordance with this Constitution.

- (c) The Committee may perform any of its functions, and exercise any of its powers, notwithstanding that there may be at the time a casual vacancy or casual vacancies.

12.6 Removal of Committee Members

- (a) The members may, by a Special Resolution carried at a General Meeting, remove any Committee Member from office on the Committee prior to the expiration of that Committee Member's term of office as a Committee Member.
- (b) A Committee Member, in relation to whom a motion for a Special Resolution for removal in accordance with clause 12.6(a) of this Constitution has been proposed consistently with clause 11.7 of this Constitution, may lodge a concise statement in writing as to his or her case with respect to the proposed removal with the Secretary or the President.
- (c) In the event that a statement is lodged with the Secretary or President in accordance with clause 12.6(b) of this Constitution, the Secretary or President shall cause a copy of the statement to be forwarded to each member; and, in the event that it is not so forwarded, the Committee Member whose removal is being sought by the proposed motion shall be entitled to require that the statement be read out at the General Meeting at which the motion is moved.

12.7 Co-opted Committee Members

(a) Subject to the requirements of clause 12.7(ab) of this Constitution, the elected Committee Members may from time to time co-opt such person or persons as they deem necessary or appropriate to serve on the Committee as a Co-opted Committee Member or Co-opted

(ab) A person who is or has been:

- (i) a member of;
- (ii) a boxer or boxing official registered with or;
- (iii) a person in any other manner affiliated with;

a professional boxing or professional combat sporting organisation other than:

- (A) AIBA;
- (B) APB;
- (C) WSB;
- (D) any organisational division or other entity established from time to time by Boxing Australia in accordance with clause 3.2(a) of the Boxing Australia Constitution; and/or
- (E) such other professional entity or entities as may be established or otherwise recognised by AIBA from time to time;

is ineligible to be co-opted as a Co-opted Committee Member.

(b) A person co-opted to the Committee in accordance with clause 12.7(a) of this Constitution:

- (i) shall, subject to the requirements of clause 12.7(c) of this Constitution, serve on the Committee for so long as the elected Committee Members shall deem fit; provided that such a Co-opted Committee Member:
 - (A) shall in any event not serve for longer than two years following his or her co-option unless again co-opted by the elected Committee Members; and
 - (B) may be removed as a Co-opted Committee Member by a resolution carried by a simple majority of members entitled to vote at a General Meeting;
 - (ii) shall be entitled to attend and speak at all General Meetings and at all meetings of the Committee; but shall not be entitled to vote at a General Meeting or at a meeting of the Committee; and
 - (iii) must otherwise meet and comply with both of the requirements of clause 12.4(a) of this Constitution.
- (c) A person co-opted to the Committee in accordance with clause 12.7(a) of this Constitution shall cease to be a Co-opted Committee Member if he or she becomes:
- (i) a member of;
 - (ii) registered as a boxer or boxing official with; or
 - (iii) in any other manner affiliated with;
- a professional boxing or professional combat sporting organisation other than:
- (A) AIBA;

- (B) APB;
- (C) WSB;
- (D) any organisational division or other entity established from time to time by Boxing Australia in accordance with clause 3.2(a) of the Boxing Australia Constitution; and/or
- (E) such other professional entity or entities as may be established or otherwise recognised by AIBA from time to time.

12.8 Duties Of Office Bearers

- (a) It is the duty of the President to chair General Meetings and meetings of the Committee; and the President shall have such other duties as may be vested in him or her from time to time by the members in General Meeting or by the Committee; consistently with this Constitution.
- (b) It is the duty of the Vice President to chair General Meetings and meetings of the Committee in the absence of the President; and the Vice President shall have such other duties as may be vested in him or her from time to time by the members in General Meeting or by the Committee; consistently with this Constitution.
- (c) It is the duty of the Secretary to:
 - (i) keep minutes of the names and addresses of all elected and Co-opted Committee Members;
 - (ii) keep minutes of the names of all persons present at General Meetings and meetings of the Committee;

- (iii) keep minutes of all proceedings at General Meetings and meetings of the Committee; and
- (iv) do such other things as may be required of him or her pursuant to this Constitution; and

the Secretary shall have such other duties as may be vested in him or her from time to time by the members in General Meeting or by the Committee; consistently with this Constitution.

(d) It is the duty of the Treasurer to:

- (i) ensure that all monies due and payable to BA(NSW) are received or collected by BA(NSW);
- (ii) ensure that all monies properly payable by BA(NSW) are duly paid;
- (iii) ensure that books of account and other financial records are properly kept for and on behalf of BA(NSW) consistently with the requirement of the Act; with such books and records properly recording the financial affairs of BA(NSW), including all receipts received and all expenditure made, by or in connection with BA(NSW) and its activities;
- (iv) ensure that an annual statement of BA(NSW) accounts is prepared consistently with the requirements of the Act;
- (v) ensure that each such annual statement BA(NSW), and that such audit is conducted consistently with the requirements of the Act;
- (vi) on behalf of the Committee, ensure that an audited annual statement of BA(NSW) accounts is presented to each

Annual General Meeting of BA(NSW) consistently with the requirements of the Act;

- (vii) do such other things as may be required of him or her pursuant to this Constitution; and

the Treasurer shall have such other duties as may be vested in him or her from time to time by the members in General Meeting or by the Committee; consistently with this Constitution.

12.9 Committee Meetings

- (a) The Committee shall meet at least 4 times in each consecutive period of 12 months on such dates, at such times and at such venues as the Committee in its absolute discretion may determine.
- (b) Additional meetings of the Committee may be convened from time to time by the President or by any other 2 members of the Committee.
- (c) Written or oral notice of a meeting of the Committee must be given by the Secretary to each other member of the Committee not less than 48 hours (or within such other period as may be unanimously determined by the Committee from time to time) prior to the time appointed for the holding of the meeting.
- (d) Notice of a meeting provided in accordance with clause 12.9(c) of this Constitution shall specify the venue, date and time for the meeting; and shall also specify the general nature of the business to be dealt with at the meeting.

- (e) No item of business shall be transacted at a Committee meeting unless a quorum of members of the Committee is present at the meeting at the time the item of business is considered.
- (f) Three members of the Committee present constitute a quorum for the transaction of any business at a Committee meeting.
- (g) If within half an hour after the appointed time for the commencement of a Committee Meeting, a quorum of members of the Committee is not present, the meeting shall stand adjourned to the same time 7 days thereafter at the same venue (unless another venue is specified at the time of adjournment by the member of the Committee presiding; or is otherwise communicated by notice in writing by the Secretary to the other members of the Committee before the adjourned day).
- (h) If, at an adjourned Committee meeting, a quorum of members of the Committee is not present within half an hour after the appointed time for the commencement of the meeting, the meeting shall be deemed to be closed.
- (i) The President, or, if the President is absent, unable or unwilling to act, the Vice President, shall preside as Chairperson at a Committee meeting.
- (j) In the event that both the President and the Vice President are absent, unable or unwilling to act, the remaining Committee Members present at a Committee meeting shall elect one of their number to preside as Chairperson of the meeting.
- (k) A Committee Member must declare to the Committee any conflict of interest that Committee Member might have in any financial,

contractual or disciplinary matter, in any selection or appointment matter, or in any other matter arising in the business and affairs of the Committee or BA(NSW); and, unless otherwise unanimously sanctioned by the other members of the Committee, shall absent himself or herself from discussion of the matter, and shall not in any event be entitled to vote in respect of the matter.

- (l) All declarations of conflict of interest made by a Committee Member in conformity with clause 12.9(k) of this Constitution shall be minuted by the Secretary in the Minute Book of the committee.

12.10 Sub-Committees

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

- (d) Notwithstanding any delegation of a function or power to a Sub-committee in accordance with clause 12.10(a) of this Constitution, the Committee may at any time, and from time to time, continue to itself perform the function, or exercise the power, so delegated.
- (e) Any act or thing done or suffered by a Sub-Committee acting in the performance of a function, or in the exercise of a power, delegated to the Sub-Committee in accordance with clause 12.10(a) of this Constitution shall have the same force and effect as it would have had if it had been done or suffered by the Committee.
- (f) A Sub-Committee may, subject to and consistently with its instrument of delegation and with clause 12.10 of this Constitution, meet, deliberate, act and adjourn as it may think proper and appropriate.
- (g) The Committee may, by instrument in writing:
 - (i) abolish any Sub-Committee; or
 - (ii) revoke or amend any instrument of delegation to a Sub-committee.

12.11 Voting At Committee And Sub-Committee Meetings

- (a) A question arising at a Committee or Sub-Committee meeting shall be decided by a majority of votes:
 - (i) of elected Committee Members present and voting in the case of a Committee meeting; and
 - (ii) of Sub-Committee members present and voting in the case of a Sub-Committee meeting;

with each person so voting having one vote only on a matter arising for decision.

- (b) The Chairperson at a Committee or Sub-Committee meeting shall not have a casting vote.
- (c) Where an equal number of votes are cast during a Committee or Sub-Committee meeting in favour of and against a motion for a resolution, or on any other question, the motion shall not be carried and the other question shall be deemed to have been lost (as the case may be).
- (d) At any Committee or Sub-Committee meeting, a motion for a resolution, or any other matter put to the vote, shall be decided on a show of hands.

12.12 Telecommunication Meetings Of The Committee

- (a) A Telecommunications Meeting of the Committee is a meeting of the Committee conducted by:
 - (i) telephone;
 - (ii) an audio-visual link; or
 - (iii) some other instantaneous, electronic means first approved by the Committee.
- (b) Subject to the requirements of clause 12.12(d) of this Constitution, a Committee meeting may be held in the form of a Telecommunications Meeting provided that:
 - (i) the number of Committee Members participating in such meeting is not less than a quorum required by clause 12.9(f) of this Constitution for a Committee meeting; and

- (ii) such Telecommunications Meeting is otherwise convened and conducted in accordance with the requirements of this Constitution.
- (c) All provisions of this Constitution relating to Committee meetings apply with respect to a Telecommunications Meeting, and to all business which may be transacted at such a Telecommunications Meeting, to the extent that such provisions are not inconsistent with the requirements of clauses 12.12(b) and 12.12(d) of this Constitution.
- (d) The following additional provisions apply to a Telecommunications Meeting:
 - (i) all persons participating in the Telecommunications Meeting must be linked to each other by telephone, audio-visual link or other instantaneous electronic means approved by the Committee for the purposes of the meeting;
 - (ii) each person taking part in the Telecommunication Meeting must be able to hear and be heard by each other person taking part at the commencement of the meeting; and each person so taking part shall be deemed for the purposes of this Constitution to be present at the meeting;
 - (iii) at the commencement of the Telecommunications Meeting, each person participating in such meeting must announce his or her presence and name to all other persons taking part in such meeting;
 - (iv) a person participating in a Telecommunication Meeting shall not leave such meeting by disconnecting his or her

telephone, audio-visual connection or other instantaneous electronic connection prior to the conclusion of the meeting without first notifying the Chairperson of the meeting;

- (v) a person participating in a Telecommunication Meeting shall be conclusively presumed to have been present, and to have been part of a quorum, at all times during such meeting unless such person notified the Chairperson of the meeting of his or her intention to leave the meeting before leaving it; and
- (vi) a Minute of the proceedings of a Telecommunication Meeting shall be sufficient evidence of such proceedings, and of the observance of all matters required by the provisions of this Constitution and any other provision to be observed with respect such meeting, provided that such Minute is adopted as a correct record of the meeting at a subsequent Committee meeting.

(e) For the avoidance of any doubt, and subject to the requirements of clauses 12.12(b), (c) and (d) of this Constitution:

- (i) a motion for a resolution may be considered; and
- (ii) a resolution may be carried;

in the course of a Telecommunications Meeting.

12.13 Payments To Committee Members

A Committee Member may not be paid for his or her services as a Committee Member but, with the approval of the Committee, may be:

- (a) subject to clause 12.9(k) of this Constitution, paid by BA(NSW) for services rendered to it other than as a Committee Member; and
- (b) reimbursed by BA(NSW) for his or her reasonable travelling, accommodation, meals, refreshments and like expenses when:
 - (i) attending, or travelling to or from, General Meetings and meetings of the Committee and Sub-Committees; or
 - (ii) otherwise engaged in the affairs of BA(NSW).

12.14 Validity Of Acts Of Committee Members

Every decision taken, and every act done:

- (a) at a Committee meeting;
- (b) at a Sub-Committee meeting;
- (c) by a person acting as a Committee Member;

shall not be invalid only by reason of it being subsequently discovered that there was some irregularity or other defect in:

- (i) the election;
- (ii) the appointment; or
- (iii) the qualifications;

of one or more of the Committee Members, or that any such Committee Member had vacated his or her office as such in accord with clause 12.5 of this Constitution, at the time when such decision was taken or such act done.

13. BA(NSW) DELEGATE AND ALTERNATIVE DELEGATES TO GENERAL MEETINGS OF BOXING AUSTRALIA

13.1 Appointment Of Delegates And Alternative Delegates

- (a) The Committee shall from time to time appoint an eligible member (not being a Director of Boxing Australia) to represent BA(NSW) at General Meetings of Boxing Australia as its Delegate.
- (b) The Committee may from time to time appoint an eligible member (not being a Director of Boxing Australia) to act as BA(NSW) Alternative Delegate at General Meetings of Boxing Australia, in lieu of its Delegate, for such period or periods as the Committee may deem necessary.

13.2 Authority Of Delegates And Alternative Delegates

Each:

- (a) Delegate appointed in accordance with clause 13.1(a) of this Constitution; and
- (b) Alternative Delegate appointed in accordance with clause 13.1(b) of this Constitution;

shall be vested with the power and authority to represent BA(NSW) at General Meetings of Boxing Australia and to cast BA(NSW) vote at such General Meetings.

13.3 Notices Of Appointment Of Delegates And Alternative Delegates

The Secretary shall give notice to the Chief Executive Officer of Boxing Australia of the appointment of each:

- (a) Delegate appointed in accordance with clause 13.1(a) of this Constitution; and
- (b) Alternative Delegate appointed in accordance with clause 13.1(b) of this Constitution;

as soon as practicable after such appointment, and in the manner required by Boxing Australia pursuant to clause 10.10 of the Boxing Australia Constitution.

14. BA(NSW) FINANCES

14.1 BA(NSW) Funds

- (a) The funds of BA(NSW) shall be derived from:
 - (i) entrance fees and annual membership subscription fees paid by members in accordance with this Constitution;
 - (ii) entrance fees charged at events organised by or on behalf of BA(NSW);
 - (iii) donations made to BA(NSW); and
 - (iv) subject to the Act, any other law and any resolution duly carried by the members on General Meeting in accordance with this Constitution, such other sources as the Committee may from time to time determine.
- (b) All money received by BA(NSW) shall be deposited as soon as practicable after receipt thereof, and without deduction, in a bank account for BA(NSW) opened in its name.
- (c) The Treasurer shall ensure that, as soon as practicable after receipt by BA(NSW) of any money, the payer of the money is provided with a written or electronic receipt thereof.

14.2 Use Of BA(NSW) Funds

- (a) Subject to the Act, any other law and any resolution duly carried by the members in General Meeting in accordance with this

Constitution, the funds of BA(NSW) are to be used in pursuance of the objects of BA(NSW) in such manner as the Committee may determine from time to time.

- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of BA(NSW) shall be signed by any two members of the Committee; being members first authorised to so sign by the Committee.

14.3 Financial Year

BA(NSW) financial year, shall begin on the first day of January in each year and end on the last day of December in the same year.

15. CUSTODY AND INSPECTION OF BA(NSW) RECORDS

15.1 Custody of BA(NSW) Records

- (a) Consistently with the requirements of clause 12.B(d)(iii) of this Constitution, the Treasurer shall at all times keep in his or her custody, power or control all of the books of account and other financial records of BA(NSW).
- (b) Save as provided by clause 15.1(a) of this Constitution, the Secretary shall at all times keep in his or her possession, power or control all Registers, records, books and other official documents relating to BA(NSW).

15.2 Inspection Of BA(NSW) Records

Without limiting the generality of clauses 8.4(d) and 8.4(e) of this Constitution and subject to the privacy laws of the Commonwealth of

Australia and the State of New South Wales, the Secretary and the Treasurer shall permit any member of BA(NSW):

- (a) to inspect, free of any charge, all Registers, books of account, financial records, other records, books and other official documents of, or relating to, BA(NSW) in his or her possession, power or control respectively; and
- (b) to obtain a copy of any part or parts of any Register, book of accounts, financial record, other record, book and other official document of, or relating to, BA(NSW):
 - (i) upon request made to the Secretary or the Treasurer (as the case may be); and
 - (ii) upon payment by the member to BA(NSW) of such fee or fees as the Committee may from time to time reasonably determine payable for such copying.

16. THE BA(NSW) COMMON SEAL, ITS CUSTODY AND ITS USE

16.1 The BA(NSW) Seal

BA(NSW) shall have a Common Seal.

16.2 Custody Of The BA(NSW) Common Seal

The BA(NSW) Common Seal shall at all times remain in the custody and care of the Secretary.

16.3 Use Of The BA(NSW) Common Seal

- (a) The Common Seal of BA(NSW) shall not be affixed to any document save by authority of the Committee.

- (b) The affixation of the Common Seal of BA(NSW) to any document shall be attested by the signatures of two Committee Members.

17. THE OBLIGATIONS OF BA(NSW) TO BOXING AUSTRALIA

17.1 Amendment Of BA(NSW) Constitution

- (a) No amendment shall be made to this Constitution unless pursuant to a Special Resolution carried at a General Meeting.
- (b) BA(NSW) shall take all steps necessary to amend this Constitution:
 - (i) if so required in writing by the Board from time to time; and
 - (ii) within such period of time as the Board may reasonably require;and provided that any such amendment is consistent with the Constitution and Regulations of Boxing Australia then in force and with the Act.
- (c) Other than as referred to in clause 17.1(b) of this Constitution, BA(NSW) shall not amend this Constitution unless the amendment or amendments is or are:
 - (i) consistent with the Constitution and Regulations of Boxing Australia then in force and with the Act; and
 - (ii) first approved in writing by the Board.

17.2 Conflict Between The BA(NSW) Constitution And The Constitution Of Boxing Australia

- (a) Subject only to any requirement to the contrary in the Act, in the event of any conflict between any provision in this Constitution and

any provision in the Constitution of Boxing Australia from time to time, the provision in the Constitution of Boxing Australia shall prevail as if it was a provision in this Constitution in substitution for the conflicting provision in this Constitution.

- (b) In the event of any ambiguity in the interpretation or application of any provision in this Constitution, then the same shall be interpreted or applied (as the case may be) consistently with the Constitution and Regulations of Boxing Australia.

17.3 Application Of The Regulations Of Boxing Australia To BA(NSW)

- (a) Regulations made by Boxing Australia from time to time which:
 - (i) relate to the administration, conduct or development of boxing;
 - (ii) relate to the conduct of boxing competitions; or
 - (iii) authorise Boxing Australia, where appropriate, to test and/or discipline any person who is a member of BA(NSW), or any boxer, boxing official or other individual, club, association or other entity who or which is registered or affiliated with BA(NSW), in accordance with Boxing Australia's Anti-Doping or Participants' Protection Regulations, as amended from time to time;shall be taken to be, and shall be applied as, By-Laws of BA(NSW) from the time of their adoption by Boxing Australia, subject only to any requirement to the contrary in the Act.

- (b) In the event of any conflict between a Regulation made by Boxing Australia of a kind referred to in clause 17.3(a) of this Constitution and any By-Law (pre-existing or otherwise) adopted by BA(NSW), then the Regulation of Boxing Australia shall prevail to the exclusion of the By-Law of BA(NSW) to the extent of such conflict.
- (c) Without limiting the requirements and effects of clauses 9.1, 9.2, 9.3, 17.3(a) and 17.3(b) of this Constitution, BA(NSW) shall be taken at all times to authorise Boxing Australia, where appropriate, to test and/or discipline BA(NSW), the members of BA(NSW) and all boxers, boxing officials, and other individuals, clubs, associations and other entities who or which are registered or affiliated with BA(NSW), in accordance with the Constitution and Regulations of Boxing Australia from time to time.

17.4 Provision Of Records And Other Data To Boxing Australia

- (a) BA(NSW) shall provide Boxing Australia with copies of its operational plans and budgets from time to time and within 30 days of any request in writing for the same by the Board.
- (b) BA(NSW) shall maintain a database of all of its members, and of all boxers, boxing officials and other individuals, officials, clubs, associations and other entities registered or affiliated with it; and shall provide a copy of such database to Boxing Australia upon request from time to time made by the Board, in such form and by such means as may be required by the Board.

**17.5 Provision Of Information And Assistance To Boxing Australia In
The Event That BA(NSW) Experiences Serious Administrative,
Operational Or Financial Difficulties**

BA(NSW) shall:

- (a) advise Boxing Australia as soon as practicable of any serious administrative, operational or financial difficulties BA(NSW) is experiencing;
- (b) assist Boxing Australia in investigating such issues; and
- (c) co-operate with Boxing Australia in addressing such issues in whatever manner; including by consenting to Boxing Australia appointing an Administrator to conduct and manage BA(NSW) business and affairs, or by allowing Boxing Australia itself to conduct all or part of the business or affairs of the Member Association, on such conditions as Boxing Australia may consider appropriate.

18. REGISTER OF BOXERS

18.1 Establishment Of Register Of Boxers

- (a) The Secretary shall establish and maintain on behalf of BA(NSW) a Register of Boxers containing the information specified in clause 18.1(b) of this Constitution.
- (b) The Secretary shall be responsible at all times for ensuring that the Register of Boxers shall contain current information concerning:
 - (i) the name of each registered boxer (which registered boxer may be, but need not be, a member of BA(NSW));
 - (ii) the address of each registered boxer; and

- (iii) such other information as may from time to time be required by the Committee.

18.2 Entry In The Register of Boxers

- (a) Any person may apply in writing to the Committee, through the Secretary, to be a registered boxer and registered on the Register of Boxers; and all such applications shall be in the form set out in Appendix 3 to this Constitution.
- (b) The Committee may, in the exercise of its absolute and unfettered discretion, refuse to register any applicant for registration on the Register of Boxers without necessarily providing any reason for such refusal.
- (c) Without limiting the generality of clause 18.2(b) of this Constitution, the Committee shall not register any applicant for registration on the Register of Boxers whilst that person is the subject of any current disqualification or suspension from competition as a boxer imposed by:
 - (i) Boxing Australia in accordance with its Constitution; or
 - (ii) any other Member Association of Boxing Australia, in accordance with the Constitution of that Member Association.
- (d) No person shall be accepted by the Committee for entry on the Register of Boxers until he or she has provided the Committee with a notice in writing, duly executed by him or her, in which he or she agrees:

- (i) to be bound by, and to observe, Boxing Australia's Anti-Doping and Participants' Protection Regulations, as amended from time to time;
- (ii) that Boxing Australia's Anti-Doping and Participants' Protection Regulations, as amended from time to time, may be enforced against him or her;
- (iii) that Boxing Australia may test and, where appropriate, discipline him or her in accordance with Boxing Australia's Anti-Doping Regulations, as amended from time to time;
- (iv) that Boxing Australia may conduct investigations and, where appropriate, discipline him or her in accordance with Boxing Australia's Participants' Protection Regulations, as amended from time to time; and
- (v) subject to the laws (written and unwritten) of the Commonwealth of Australia and the State of New South Wales, to be bound by the requirements of the measures referred to in clause 3.2(a) of this Constitution.

18.3 Restrictions On Non-Registered Boxers

No person shall be entitled to compete in any boxing competition, or participate as a boxer in any promotion, which is organised, controlled or sponsored by BA(NSW) unless duly registered by the authority of the Committee on the Register of Boxers; or otherwise similarly registered with another Member Association of Boxing Australia or other association directly or indirectly affiliated with AIBA.

18.4. If a boxer registered on the Register of Boxers competes in any boxing competition in contravention of the Constitution or Regulations of Boxing Australia, the Committee may cancel the registration of such boxer on the Register of Boxers.

18.5. Before reaching any determination to cancel the registration of a boxer with BA(NSW) in accordance with clause 18.4 of this Constitution; the Committee must first ensure that natural justice and procedural fairness are accorded to the boxer and, without limiting the generality of the foregoing, provide the boxer with a reasonable opportunity to be heard (orally or in writing).

18.6. Where the registration of a boxer with BA(NSW) has been cancelled in accordance with clause 18.4 of this Constitution, the Committee may, in its absolute and unfettered discretion, subsequently again register the boxer on the Register of Boxers; provided only that the requirements of clause 18.2 are satisfied.

19. REGISTER OF BOXING OFFICIALS

19.1 Establishment of Register Of Boxing Officials

- (a) The Secretary shall establish and maintain a Register of Boxing Officials on behalf of BA(NSW).
- (b) The Secretary shall be responsible at all times for ensuring that the Register of Boxing Officials shall contain current information concerning:
 - (i) the name of each registered boxing official;

- (ii) the address of each registered boxing official;
- (iii) the category or categories of boxing officials to which each registered boxing official belongs; and
- (iv) such other information as may from time to time be required by the Committee.

19.2 Entry In The Register Of Boxing Officials

- (a) Any boxing official may apply in writing to the Committee, through the Secretary, to be registered on the Register of Boxing Officials; and all such applications shall be in the form set out in Appendix 4 to this Constitution.
- (b) The Committee may, in the exercise of its absolute and unfettered discretion, refuse to register any applicant for registration on the Register of Boxing Officials without necessarily providing any reason for such refusal.
- (c) Without limiting the generality of clause 19.2(b) of this Constitution, the Committee shall not register any applicant for registration on the Register of Boxing Officials whilst that boxing official is the subject of any current disqualification or suspension as a boxing official imposed by:
 - (i) Boxing Australia in accordance with its Constitution; or
 - (ii) any other Member Association of Boxing Australia in accordance with the Constitution of that Member Association.
- (d) No person shall be accepted by the Committee for entry on the Register of Boxing Officials until he or she has provided the

Committee with a notice in writing, duly executed by him or her, in which he or she agrees:

- (i) to be bound by, and to observe, Boxing Australia's Anti-Doping and Participants' Protection Regulations, as amended from time to time;
- (ii) that Boxing Australia's Anti-Doping and Participants' Protection Regulations, as amended from time to time, may be enforced against him or her;
- (iii) that Boxing Australia may test and, where appropriate, discipline him or her in accordance with Boxing Australia's Anti-Doping Regulations, as amended from time to time;
- (iv) that Boxing Australia may conduct investigations and, where appropriate, discipline him or her in accordance with Boxing Australia's Participants' Protection Regulations, as amended from time to time; and
- (v) subject to the laws (written and unwritten) of the Commonwealth of Australia and the State of New South Wales, to be bound by the requirements of the measures referred to in clause 3.2(a) of this Constitution.

19.3 Restrictions On Non-Registered Boxing Officials

No boxing official shall be entitled to officiate in any capacity as a boxing official at any boxing competition, or at any boxing promotion, which is organised, controlled or sponsored by BA(NSW) unless duly registered by the authority of the Committee on the Register of Boxing Officials; or

otherwise similarly registered with another Member Association of Boxing Australia or other association directly or indirectly affiliated with AIBA.

19.4 If a boxing official registered on the Register of Boxing Officials officiates in any boxing competition in contravention of the Constitution or Regulations of Boxing Australia, the Committee may cancel the registration of such boxing official on the Register of Boxing Officials.

19.5. Before reaching any determination to cancel the registration of a boxing official with BA(NSW) in accordance with clause 19.4 of this Constitution; the Committee must first ensure that natural justice and procedural fairness are accorded to the boxing official and, without limiting the generality of the foregoing, provide the boxing official with a reasonable opportunity to be heard (orally or on writing).

19.6. Where the registration of a boxing official with BA(NSW) has been cancelled in accordance with clause 19.4 of this Constitution, the Committee may, in its absolute and unfettered discretion, subsequently again register the boxing official on the Register of Boxing Officials; provided only that the requirements of clause 19.2 are satisfied.

20. PROVISION OF NOTICES

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

(i) by delivering it personally to that member;

- (ii) by posting it by ordinary pre-paid post to the registered or last known postal address of that member; or
 - (iii) by forwarding it by facsimile transmission, email or such other form of electronic transmission as may be nominated by that member.
- (b) For the purposes of this Constitution, a notice shall be presumed to have been received by a member, unless the contrary is proved:
 - (i) in the case of a notice delivered personally to that member, on the date on which it was so delivered;
 - (ii) in the case of a notice posted by ordinary pre-paid post, on the date on which it would have been received in the ordinary course of such post; and
 - (iii) in the case of a notice forwarded by facsimile transmission, email or some other form of electronic transmission, on the date it was so transmitted; save only that if the electronic instrument from which the notice was transmitted produced a written or electronic report indicating that the notice was transmitted on some later date, on that date.

21. TIME

2.1 Time

Subject to the requirements of the Act and with the other laws of the State of New South Wales, where this Constitution requires something to 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

Committee may, in its absolute and unfettered discretion, extend that time, period or date as it considers fit.

22. BA(NSW) ORDER OF MERIT

22.1 Conferring BA(NSW) Orders Of Merit

- (a) BA(NSW) in General Meeting may by Ordinary Resolution confer on any person BA(NSW) may consider:
 - (i) has rendered outstanding service to BA(NSW) and/or the sport of boxing in the State of New South Wales; or
 - (ii) is otherwise deserving of such recognition;
- (b) The Committee may make such By-Laws as it may deem appropriate relating to BA(NSW) Orders of Merit and their award.

23. EXCESS PROPERTY ON WINDING UP

23.1 Distribution of Excess Property On Winding Up Or Dissolution Of BA(NSW)

- (a) If, on the winding up or dissolution of BA(NSW), and after satisfaction of all of its debts and other liabilities, any property of BA(NSW) remains unallocated, that property must be given or transferred to another body or bodies:
 - (i) which has or have objects similar to those of BA(NSW); and
 - (ii) whose constitution or constitutions prohibits or 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;

- (b) The bodies or body to whom property of BA(NSW) shall be given or transferred in accordance with clause 23.1(a) of this Constitution shall be determined:
 - (i) by the BA(NSW) in General Meeting at or before the time of winding up or dissolution; or
 - (ii) failing a determination in accordance with clause 23.1(b)(i) of this Constitution, by a Judge who has, or who may acquire, jurisdiction to make a determination in this matter.

24. AMENDMENTS

24.1 Amendment Of This Constitution

No amendment shall be made to this Constitution unless pursuant to a Special Resolution carried at a General Meeting.

APPENDIX 1

Application For Membership Of BA(NSW)

Application by (insert full name):

of (insert address):

hereby make application to become a Member of BA(NSW).

I agree:

- (a) to be bound by, and to observe, the Anti-Doping and Participants' Protection Regulations of Boxing Australia, as amended from time to time;
- (b) that Boxing Australia's Anti-Doping and Participants' Protection Regulations, as amended from time to time, may be enforced against me;
- (c) that Boxing Australia may test and, where appropriate, discipline me in accordance with its Anti-Doping Regulations, as amended from time to time; and
- (d) that Boxing Australia may conduct investigations and, where appropriate, discipline me in accordance with its Participants' Protection Regulations, as amended from time to time; and that

I am not the subject of a current resolution of:

- (e) expulsion and disqualification from membership of BA(NSW);
- (f) suspension, expulsion or disqualification imposed by Boxing Australia or;
- (g) suspension of, or expulsion and disqualification from, membership of any other association that is a member of Boxing Australia;

and that I comply with, and will continue to comply with, all of the other requirements for membership of BA(NSW) stipulated in clause 8.2 of the Constitution of BA(NSW); which clause I hereby acknowledge that I have read.

Signed:

Date:

Date received by the Secretary of BA(NSW):

APPENDIX 2

Nomination For Election As A Committee Member Of BA(NSW)

I, (insert full name):

of (insert address):

hereby nominate for election as a Committee Member of BA(NSW).

Signed:

Date:

Date received by the Secretary of BA(NSW):

APPENDIX 3

Application For Registration As A Boxer With BA(NSW)

I, (insert full name):

of (insert address):

hereby make application to become a Registered Boxer with [Member Association].

I am:

- (a) a resident of Australia;
- (b) at least 10 years of age;
- (c) of good character;
- (d) not insane or of unsound mind; and
- (e) not the subject of:
 - (i) any current disqualification or suspension from competition as a boxer imposed by BA(NSW);
 - (ii) any current disqualification or suspension from competition as a boxer imposed by Boxing Australia or;
 - (iii) any current disqualification or suspension from competition as a boxer imposed by any other association that is a member of Boxing Australia.

I agree:

- (a) subject to the laws (written and unwritten) of the Commonwealth of Australia and the State of New South Wales, to be bound by the requirements of the measures referred to in clause 3.2(a) of this Constitution;
- (b) to be bound by, and to observe, Boxing Australia's Anti-Doping and Participants' Protection Regulations, as amended from time to time;
- (c) that Boxing Australia's Anti-Doping and Participants' Protection Regulations, as amended from time to time, may be enforced against me;
- (d) that Boxing Australia may test and, where appropriate, discipline me in accordance with its Anti-Doping Regulations, as amended from time to time; and
- (e) that Boxing Australia may conduct investigations and, where appropriate, discipline me in accordance with its Participants' Protection Regulations, as amended from time to time.

Signed:

Date:

Date received by the Secretary of BA(NSW):

APPENDIX 4

Application For Registration As A Boxing Official With BA(NSW)

I, (insert full name):

of (insert address):

request to be registered by BA(NSW) as a (insert category/categories of
Boxing Official):

I am not the subject of:

- (a) any current disqualification or suspension imposed by BA(NSW) or;
- (b) any current disqualification or suspension imposed by Boxing Australia or;
- (c) any current disqualification or suspension imposed by any other
association that is a member of Boxing Australia.

I agree:

- (a) subject to the laws (written and unwritten) of the Commonwealth of
Australia and the State of New South Wales, to be bound by the

requirements of the measures referred to in clause 3.2(a) of this Constitution;

- (b) to be bound by, and to observe, Boxing Australia's Anti-Doping and Participants' Protection Regulations, as amended from time to time;
- (c) that Boxing Australia's Anti-Doping and Participants' Protection Regulations, as amended from time to time, may be enforced against me and;
- (d) that Boxing Australia may test and, where appropriate, discipline me in accordance with its Participants' Protection Regulations, as amended from time to time.

Signed:

Dated:

Date received by the Secretary of BA(NSW):