

CONSTITUTION  
OF  
UNISPORT AUSTRALIA LIMITED  
ACN: 095 463 782

APPROVED AT THE

[INSERT]33rd Annual General Meeting held on 20 May 2025

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**CORPORATIONS ACT 2001 (CTH)**  
**CONSTITUTION OF**  
**UNISPORT AUSTRALIA LIMITED**

**PART I INTRODUCTION**

**1 NAME**

**1.1** The name of the company is UniSport Australia Limited, a Company Limited by Guarantee. ("UniSport").

**2 STATEMENT OF OBJECT AND FUNCTIONS**

**2.1** The object of UniSport is to act as the peak body and national authority in Australia for the promotion, conduct and support of University Sport in Australia for the mutual and collective benefit of Members, students and the advancement of sport within higher education.

**2.2** UniSport will promote its object through the following principal functions:

- a)** developing, integrating, controlling, managing, conducting and promoting participation in University Sport events at all levels;
- b)** co-operating with Members, and relevant groups, organisations, and agencies to assist Members to promote and support sport, fitness and related activities;
- c)** being a member of, and otherwise participating in and liaising with, the International University Sports Federation ("FISU") and such other bodies as may be desirable in the pursuit of its Object, including by approving, selecting and managing Australian representative teams in the CUSF events, World University Games and other appropriate international University sporting events; and
- d)** representing the interests of the Members, Students, and sport in higher education, and, in particular, bringing issues which involve University Sport to the attention of government and other relevant organisations and promoting the importance of appropriate facilities and resources for University Sport.

**2.3** UniSport may also pursue its object by:

- a)** promoting and supporting the health, fitness, well-being and safety of students and others through participation in University Sport and other appropriate means;
- b)** encouraging students to realise their personal potential and athletic abilities through participation in University Sport which promotes integrity, good sportsmanship and fair play in performance, drug free competition, gender equality, and the acknowledgment of excellent performance;
- c)** encouraging, promoting, supporting and conducting research and scholarship of relevance to sport, and providing support for the practical application of such research and sports knowledge, including by the provision of practice-based learning in University Sport;
- d)** setting, promulgating and securing acceptance of the rules and standards necessary for the management and control of University Sport competitions, events and associated activities;
- e)** entering into such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the Object and Functions of UniSport;

- f) working with such other organisations, bodies and individuals in Australia and overseas as are appropriate to promote the objectives and interests of UniSport and its Members;
- g) being the arbiter on matters concerning the conduct of University Sport in Australia, including disciplinary matters;
- h) establishing and giving awards for outstanding performance in, and contributions to, University Sport; and
- i) doing all that is reasonably necessary to enable the Object in Rule 2.1 and the Functions in Rule 2.2 to be realised and to enable the Members and students to receive the benefits which those matters are intended to achieve.

**2.4** In pursuing and promoting its object and exercising its functions and powers UniSport shall:

- a) act in good faith to promote and support the highest standards of quality, integrity and competition for University Sport, and to optimise the mutual benefits for Members, students and University Sport in Australia;
- b) promote mutual trust and confidence between UniSport and its Members in pursuit of its object;
- c) promote the economic and sporting success, strength and stability of UniSport and act on behalf of, and in the interests of, the Members and University Sport in Australia; and
- d) have regard to the public interest in its operations.

### **3 POWERS**

**3.1** Solely for furthering the objects, UniSport has the legal capacity and powers of a company as set out under section 124 of the Corporations Act.

### **4 INTERPRETATION**

**4.1** The words, abbreviations and phrases used in this Constitution shall have the meanings set out in Schedule One, unless otherwise defined in this Constitution or unless the context requires otherwise.

**4.2** The functions of UniSport in Rule 2.2 are not in any particular order and are not to be construed to suggest that any object or function is more important than any other object or function.

**4.3** The replaceable rules referred to in the Corporations Act are replaced by this Constitution.

### **5 LIABILITY OF MEMBERS**

**5.1** The liability of the Members of UniSport is limited.

**5.2** Every Member of UniSport undertakes to contribute to the assets of UniSport in the event of it being wound up. Such contribution shall accrue for so long as the Member is a Member of UniSport. The contribution shall be for the payment of the debts and liabilities of UniSport contracted, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding \$1.00.

## PART II MEMBERSHIP, PARTICIPANTS AND OFFICIALS

### 6 CATEGORIES OF MEMBERS

6.1 The categories of membership of UniSport, (collectively called “Members”) shall be:

- a) HE Members as described in Rule 7;
- b) Life Members as described in Rule 8; and
- c) Any other category or categories of membership as determined by the Board.

### 7 MEMBERS

7.1 Subject to rules ~~7.2, 7.3, 7.4 and 7.5~~7.2, 7.3, 7.6 and 7.7, an HE Member must be:

- a) an 'Australian University' as listed by TEQSA on its national register; or
- b) an 'Australian University of Specialisation' as listed by TEQSA on its national register; or
- c) an Australian higher education institution that has self-accrediting authority and is listed by TEQSA on its national register.

7.2 An HE Member must maintain its registration with TEQSA and maintain its status as a self-accrediting authority to remain eligible as an HE Member. Failure to maintain eligibility under this rule will result in automatic termination of the HE Member's membership in accordance with Rule 12.3.

7.3 The HE Member will be represented by a ~~person~~two people jointly appointed by the HE Member ~~in accordance with Rule 7.4 to be its Authorised Representatives~~. An HE Member will notify UniSport of its Authorised ~~Representative~~Representatives and their relevant contact details. UniSport will be entitled to treat Authorised Representatives as jointly and severally responsible for exercising power or otherwise discharging the obligations of Authorised Representatives under this Constitution.

7.4 The Authorised Representatives of an HE Member must consist of two people being:

- a) one person who is either the Vice Chancellor of the HE Member or a member of the HE Member's senior executive; and
- b) one person who is the leader of the HE Member's sport delivery agent.

7.5 Notwithstanding Rule 7.3 and Rule 7.4, the Board may in its discretion approve a HE Member to appoint one Authorised Representative if that HE Member is unable to comply with the requirement at Rule 7.4. If, following Board approval, one Authorised Representative is appointed in writing by a HE Member, that person will exercise the power of Authorised Representative independently and any requirement in this Constitution for joint appointment, action or decision making will not apply to that Authorised Representative for the duration of their appointment as sole Authorised Representative.

7.4.7.6 An eligible organisation seeking to become an HE Member must apply to the Board on the prescribed form and pay the Membership Fee(s). The Board shall determine in its discretion but always acting in good faith whether to admit the organisation to membership of UniSport or not. A decision of the Board not to admit an applicant to membership is final and reasons need not be given. A decision of the Board to admit an HE Member may be disallowed by a resolution supported by the majority of Members present and entitled to vote at the AGM following the Board's decision.

~~7.57.7~~ Every HE Member must reapply for membership annually and must pay the scheduled Membership Fee. The Board shall determine in its discretion but always acting in good faith whether to renew the membership of any HE Member or not. A decision of the Board not to renew an HE Member's membership is final, and reasons need not be given.

## **8 LIFE MEMBERS**

- 8.1** A Life Member is a person who has given outstanding contribution or service to University Sport and/or UniSport and who has been granted Life Membership of UniSport under Rule 8.2.
- 8.2** A person shall become a Life Member by recommendation of the Board and subsequent approval vote by three-quarters majority of those present, in person or by proxy, and entitled to vote at a Meeting of Members.
- 8.3** A Life Member shall have the same rights and obligations as all other Members, except they shall have no right to vote at a Meeting of Members, unless that Life Member is also a Delegate in which case, they have the rights under Rule 27.

## **9 MEMBERSHIP FEES**

- 9.1** The Board shall determine the Membership Fee and other fees payable by the Members to UniSport, the due date for payment of the fee(s), and the manner of payment for the fee(s).

## **10 MEMBERS RIGHTS AND OBLIGATIONS**

- 10.1** In becoming a Member, a person or organisation is deemed to acknowledge and agree that:
- a)** they are entitled to all benefits, advantages, privileges and services conferred by this Constitution;
  - b)** this Constitution constitutes a contract between each of them and UniSport and that they are bound by this Constitution and the By-Laws;
  - c)** they will comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Board in respect of University Sport; and
  - d)** this Constitution and the By-Laws are necessary and reasonable for promoting the Objects and Functions of UniSport and in the pursuit of a common object, namely the mutual and collective benefit of UniSport, its Members and University Sport.

## **11 REGISTER OF MEMBERS AND OFFICIALS**

- 11.1** The CEO (or their appointed person) shall keep and maintain a register in which shall be entered the full name, office, address, class of membership, and date of entry of each Member, Director, Officer and Appointed Official ("the Register"). The Register shall also contain the names and contact details of persons authorised by each HE Member and each Member to act on their behalf in respect to their membership with UniSport.
- 11.2** Any entry in the Register shall be available for inspection.

## **12 TERMINATION OF MEMBERSHIP**

- 12.1** A Member may resign from membership of UniSport by giving written notice to that effect to the CEO (or their appointed person). Such resignation does not relinquish that Member's obligations to pay any unpaid Membership Fees or other money owing to UniSport as at the date of receipt of the resignation notice.

- 12.2** A Member may have its membership of UniSport terminated by the Board in accordance with this Constitution if any fees (including Membership Fee) or other payments to UniSport are due and outstanding. Before such termination can occur, the Board must give the Member written notice specifying the payment(s) due and demanding payment by a due date, being no fewer than fourteen (14) days from the date of the demand and payment has not been received by the due date.
- 12.3** In addition to Rule 12.2 but subject to Rule 12.4, a Member's membership of UniSport may be terminated if the Board, after reasonable enquiry, determines that the Member has not complied, or is unable to comply, with a reasonable Board decision, the Rules, the By-Laws, or any policies.
- 12.4** Before any decision under Rule 12.3 is made the Member concerned shall:
- a) be given fourteen (14) days written notice by the Board of the intended resolution, and
  - b) have the right to be present either personally or through its Authorised Representative<sup>s</sup>, make submissions and be heard at the Board meeting at which the resolution is to be determined.
- 12.5** Any Member whose membership is terminated under Rule 12.3 may appeal the decision of the Board to a Special General Meeting called under Rule 28.6 for that purpose. The appeal shall be allowed if a three-quarters majority of those present, in person or by proxy, and entitled to vote at the Special General Meeting do so in favour of such appeal. If a Member appeals a decision of the Board under this Rule, the decision of the Special General Meeting shall be final, and no further appeal will be entertained.
- 12.6** Membership which has been terminated under this Rule may only be reinstated by a resolution recommended by the Board and passed by an absolute majority of votes at a subsequent Meeting of Members.
- 12.7** A Member who ceases to be a Member of UniSport shall forfeit all rights in, and claims upon, UniSport and its property, and shall not use any property of UniSport, including Intellectual Property.

### **13 STUDENT PARTICIPATION**

- 13.1** Subject to this Constitution, the Board shall make such By-Laws, policies and guidelines under Rule 38 as it considers necessary to specify eligibility requirements and the terms and conditions of student participation in UniSport events and activities.

## **PART III OFFICERS**

### **14 THE OFFICERS OF UNISPORT**

- 14.1** The Officers of UniSport shall be Chair, Deputy Chair and other Directors and the CEO and other senior staff of UniSport and other such persons designated for this purpose by the CEO with the concurrence of the Board.

### **15 THE CHIEF EXECUTIVE OFFICER**

- 15.1** The CEO shall be employed by the Board on such terms and conditions as the Board considers appropriate.
- 15.2** The Board delegates to the CEO, the power (subject to such reservations on the power as are decided by the Board) to conduct the day-to-day management and control of the business and affairs of UniSport. The delegation will include the power and responsibility to:

- a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Board and to implement them to the extent approved by the Board;
- b) manage the financial and other reporting mechanisms of UniSport;
- c) approve and incur expenditure subject to specified expenditure limits;
- d) sub-delegate his or her powers and responsibilities to employees or internal management committees of UniSport; and
- e) any other powers and responsibilities which the Board considers appropriate to delegate to the CEO.

**15.3** The CEO is responsible for providing support for the Board and for Meetings of Members. The CEO may attend and speak at Board meetings and at Meetings of Members but has no right to vote at such Meetings.

**15.4** The CEO shall be ineligible for the position of Director for a period of at least three (3) years from the date the CEO ceases to hold that position.

#### **PART IV THE BOARD OF DIRECTORS**

##### **16 COMPOSITION OF THE BOARD**

**16.1** Subject to Rule 16.2, the Board shall consist of:

- a) Six (6) Elected Directors elected by the Annual General Meeting, under Rule ~~47.4~~;17.3; and
- b) Up to two (2) Appointed Directors appointed by the Board under Rule ~~47.3~~;17.5; and
- c) One (1) person appointed by Universities Australia, collectively called "Directors".

**16.2** UniSport shall consider gender representation and aspire for the Board to be comprised of at least forty (40) percent of each gender and otherwise the Board shall comprise of at least one male and one female Director. If following an election:

- a) there is not at least one male and one female Director, the Board shall appoint an additional Director of the relevant gender which does not have representation under the provisions of Rule ~~47.3~~;17.5; and
- b) if any of the Elected Director positions referred to in Rule 16.1.a) are not filled at the Annual General Meeting, the Board shall appoint an additional Director under the provisions of Rule ~~47.3~~;17.5, giving full regard to the skill and experience needed by the Board to meet its responsibilities; and

these appointments will be in addition to the two Appointed Directors.

**16.3** Elected Directors will be representatives of the Members.

**16.4** Appointed Directors may come from the Members or may be external to the University Sport sector.

**16.5** The position of Chair shall be appointed by the Board from amongst the ~~Elected~~ Directors as soon as practicable after each Annual General Meeting and according to such process as determined by the Board from time to time.

- 16.6** The position of Deputy Chair shall be appointed by the Board from amongst the Directors ~~(for the avoidance of any doubt this includes from amongst the Elected Directors, the Appointed Directors and the Director appointed under Rule 16.1c)~~ as soon as practicable after each Annual General Meeting and according to such process as determined by the Board from time to time.
- 16.7** The Chair shall be the nominal head of UniSport and will act as chair of any Board meeting or Meeting of Members at which he or she is present. If the Chair is not present or is unwilling or unable to preside at a Board meeting or Meeting of Members, the Deputy Chair shall preside as chair for that meeting only. If the Chair and Deputy Chair are not present or are unwilling or unable to preside at a Board meeting or Meeting of Members, the remaining Directors shall appoint another Director to preside as chair for that meeting only.

16.8 Any casual vacancy in the position of:

- a) Chair shall be filled by the Board in accordance with Rule 16.5; or
- b) Deputy Chair shall be filled by the Board in accordance with Rule 16.6;
- c) in each instance, as soon as practicable after a casual vacancy arises as determined by the Directors.

## 17 ELECTION AND APPOINTMENT OF DIRECTORS

17.1 ~~The Directors elected at an AGM shall be elected by a majority of those present, in person or by proxy, and entitled to vote at an AGM, following nomination by~~Nominations for a person to the position of Elected Director must be received from no fewer than two (2) Members, except that an HE Member cannot nominate or second a candidate that holds any position with that HE Member.

17.2 Nominations for ~~the election of Elected~~ Directors shall be made in the approved form and must be received at the Office of UniSport by not less than thirty (30) days before the date set for the AGM.

17.3 The election of Elected Directors will be conducted in accordance with the By Laws. The successful election of any nominee to the position of Elected Director will be announced at the AGM. Any Member eligible to vote at an AGM may vote in the election of the Elected Directors and will be entitled to one (1) vote per Member.

17.4 Voting in an election of Elected Directors may occur prior to the AGM and may be conducted using any form of technology approved by the Board.

~~17.3~~17.5 The Board may by absolute majority appoint up to two Appointed Directors in addition to the Director appointed under Rule 16.1c). In the circumstances outlined in Rule 16.2 the number of appointed Directors can be up to four (4). In making these appointments the Board shall give full regard to the skills and experience needed by the Board to meet its responsibilities.

## 18 TERM OF OFFICE OF DIRECTORS

18.1 Elected Directors shall be elected in accordance with this Constitution for a term of three (3) years, which shall commence from the conclusion of the Annual General Meeting at which ~~the~~their election ~~occurred~~is announced and expire at the conclusion of the third subsequent Annual General meeting.

18.2 Subject to ~~rule 18.2.2~~Rules 18.2 and 18.3,

~~18.2.1~~18.3 An An Elected Director may only serve a maximum of two consecutive terms as a Director of three (3) years each so six (6) consecutive years in total.

~~18.2.2~~18.4 Any term as a Director served as a casual vacancy is not to be included in the calculation of consecutive years of service as a Director.

~~18.3~~18.5 Any Elected Director having served their maximum term is ineligible for further election or appointment as a Director until three (3) years has passed since the conclusion of their term(s) as a Director.

~~18.4~~18.6 Appointed Directors may be appointed by the Board in accordance with this Constitution for a term of three (3) years. A Director appointed under Rule ~~17.3~~17.5 can be reappointed for a further consecutive term of three (3) years. For the avoidance of doubt, a

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Director appointed under Rule ~~47-3~~17.5 can only serve two (2) consecutive terms of three (3) years as a Director, so six (6) consecutive years in total.

~~48-5~~18.7 The term of office of the UA nominated Director under Rule 16.1c) shall be for a period of three (3) years commencing when the Board makes the appointment. A Director appointed under Rule 16.1c) can be reappointed for a further consecutive term of three (3) years. For the avoidance of doubt, a Director appointed under Rule 16.1c) can only serve two (2) consecutive terms of three (3) years as a Director, so six (6) consecutive years in total.

~~48-6~~18.8 Any Elected Director that permanently departs their role in the membership body (or associated body) during their term, may serve out their term of service as Director to the next scheduled AGM (whichever comes first). At such time, the Elected Director will be required to step down from their role as Elected Director.

## 19 CASUAL VACANCIES

19.1 Any casual vacancy in the position of:

19.1.1 an Elected Director which occurs during any Elected Director's term of office, may be filled by the Board. The term of office for a Director who is appointed to fill a vacancy shall expire at the conclusion of the next AGM. At that AGM a Director will be elected under Rule ~~47-4~~17.3 for a term of office being equivalent to the balance of the period of office that the previous past Director would have held had they remained in office. On the expiry of such Director's office the vacancy shall be determined by election under Rule ~~47-4~~17.3;

19.1.2 an Appointed Director, shall be filled in accordance with Rule ~~47-3~~17.5; or

19.1.3 the UA nominated Director under Rule 16.1c) shall be filled in accordance with Rule 16.1c).

19.2 For the purposes of Rule 19.1, a casual vacancy arises if a Director:

- a) dies; or
- b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors, or makes any assignment of his or her estate for their benefit; or
- c) is or becomes disqualified from acting as a director of, or managing, a corporation under the Corporations Act or other similar legislation; or
- d) resigns office by notice in writing given to the CEO; or
- e) is removed from office under Rule 23; or
- f) becomes a mentally incapacitated person; or
- g) is absent without the consent of the Board from all meetings of the Board held during a period of six (6) months.

## 20 FUNCTIONS OF THE BOARD

20.1 Subject to the Corporations Act and this Constitution, the Board acts for and on behalf of UniSport and has control and management of the affairs of the organisation.

20.2 In managing the affairs and concerns of UniSport and without limiting the functions of the Board under Rule 20.1, the Board shall abide by the approved Governance Charter.

## **21 MEETINGS OF THE BOARD**

- 21.1** Provided the Board meets at least five (5) times each year, the Board shall meet at such places and times, and in such manner, as it shall determine.
- 21.2** The Chair or in their absence the Deputy Chair or in their absence any other Director to fill the role of Chair as determined by the Board, shall chair Board meetings. All Directors shall have the right to attend, speak and vote at all Board meetings.
- 21.3** A meeting of the Board may be held where one or more of the Directors is or are not physically present at the meeting. In this instance, technology may be used to conduct meetings providing:
- a)** all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone, video or any other form of communication;
  - b)** notice of the meeting is given to all Directors in accordance with the procedures agreed from time to time by the Board and such notice specifies that Directors are not required to be present in person at the meeting; and
  - c)** if a failure in communications prevents condition (a) above from being satisfied and such failure results in the quorum not being met, the meeting shall be suspended until condition (a) is satisfied. If such condition is not satisfied within a reasonable time (as determined by the Chair) from the interruption the meeting shall be deemed to have ended or be adjourned unless the Chair, on the advice of the CEO, determines that a further extension is warranted.
- 21.4** Any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is physically present. If no Director is physically present the meeting shall be deemed to be held at the place where the Chair, or in their absence the Deputy Chair or in their absence a Director who chairs the meeting is located.
- 21.5** A resolution in writing signed or agreed to and acknowledged by digital or other form of agreed communication, including email, by the majority of Directors shall be as valid and effective as if it had been passed at a meeting of Directors. Its validity must be re-confirmed and recorded in the minutes of the Board meeting following agreement to it. Such resolution may consist of several documents in like form each signed or visibly agreed to and acknowledged by each Director.
- 21.6** Each Director shall have one vote on all decisions and resolutions of the Board. All decisions and resolutions of the Board shall be determined by a vote of a majority of Directors present at a Board Meeting. Subject to Rule 21.5, voting may be verbal, by show of hands, or secret ballot (if requested by any one Director). If the voting is equal the Chair or, in their absence, the Deputy Chair or, in their absence, the Director who chairs the meeting shall have a casting vote.
- 21.7** There shall be no fewer than four (4) Directors present at a Board Meeting (including a meeting held under Rule 21.3 to constitute a quorum.

## **22 RESPONSIBILITIES OF DIRECTORS AND OFFICERS**

- 22.1** Without limiting their legal and fiduciary duties and responsibilities, the standards set out in the Governance Charter are applicable to members of the Board. These standards also apply to Officers of UniSport to the extent that is appropriate to their specific roles and responsibilities.

## **23 REMOVAL OF DIRECTORS**

- 23.1** Subject to Rules 23.2 and 23.3 and the Corporations Act, the Members in a SGM called solely for this purpose may by Special Resolution remove any Director from the Board before the expiration of their term of office. The vacancy created by this removal shall be filled by the Board in accordance with Rule 19.1.
- 23.2** Upon the CEO (or their appointed person) receiving a request for a SGM as specified in Rule 28.6 for the purpose of removing a Director, the CEO shall send the notice to the Director concerned, and to the Board, and the Members as required under Rule 28.7.
- 23.3** Following notification to the relevant Director under Rule 23.2, and before voting on the resolution to remove that Director, the Director affected by the proposed resolution shall be given the opportunity prior to, and at, the Special General Meeting, to make submissions in writing and/or verbally to the Board, and the Members about the proposed resolution.

## **24 COMMITTEES AND DELEGATES**

- 24.1** Subject to Rule 24.3 the Directors may by instrument in writing create, establish or appoint committees consisting of such persons as the Directors think fit.
- 24.2** The Directors may, in relation to any matter or class of matters, or in relation to any activity or function of UniSport, by resolution, delegate all or any of its functions (except this power of delegation) to a committee appointed under this Rule, any member of such committee or the CEO.
- 24.3** A committee created under Rule 24.1, or any other person to whom authority has been delegated under Rule 24.2 or Rule 24.7 must:
- a)** comply with the terms of the instrument of delegation in exercising the powers delegated by the Directors; and
  - b)** exercise the powers delegated to it in accordance with any directions of the Directors.
- 24.4** A committee created under Rule 24.1 may elect a person to chair its meetings unless otherwise directed by the Board. If no such person is elected, or if at any meeting the committee chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the committee members present at the meeting may elect one of their number to chair the meeting.
- 24.5** A committee created under Rule 24.1 may meet and adjourn as it thinks proper.
- 24.6** A resolution of a committee must be passed by a majority of votes of the committee members present and entitled to vote on the resolution.
- 24.7** The Board may delegate any of its powers to one or more Directors, including the CEO.
- 24.8** A Director to whom any powers have been so delegated must exercise the powers delegated in accordance with Rule 24.3.
- 24.9** An act done by a person acting as a Director or by a meeting of Directors or a committee attended by a person acting as a Director is not invalidated by reason only of:
- a)** a defect in the appointment of the person as a Director;
  - b)** the person being disqualified to be a Director or having vacated office; or
  - c)** the person not being entitled to vote;

- d) if that circumstance was not known by the person or the Directors or the committee as the case may be when the act was done.

## PART V MEETINGS OF MEMBERS

### 25 TYPES AND FREQUENCY OF MEETINGS

- 25.1** The Members shall meet at least once a year which shall be at the AGM of UniSport. They may also meet at any other time in a SGM called under this Constitution.
- 25.2** The AGM of UniSport shall be held within five (5) months of its end of financial year and held in accordance with the provisions of the Corporations Act and this Constitution.
- 25.3** All Meetings of Members other than the AGM shall be SGMs and shall be held in accordance with this Constitution. An SGM may be called at any time by no fewer than ten (10) Members, or by the Board, or by a Member appealing a decision under Rule 12.5 by giving written notice to the CEO under Rule 12.5 or Rule 28.6.
- 25.4** Meetings of members may be held using technology (video or teleconference).

### 26 POWERS OF MEETINGS OF MEMBERS

- 26.1** Meetings of Members shall act in accordance with this Constitution, and for the mutual and collective benefit of UniSport. The Meetings of Members shall have the power to:
- a) alter this Constitution by special resolution;
  - b) review and comment on the performance of UniSport and the Board;
  - c) determine matters referred to it under this Constitution;
  - d) where appropriate under this Constitution, terminate the Directors; and
  - e) discuss and advise the Board on any matter referred to it by the Board or on which an absolute majority of Members attending a Meeting agree to so consider. (See Rule 28.5).

### 27 PARTICIPANTS IN MEETINGS

- 27.1** The chairperson at Meetings of Members shall be the Chair of the Board appointed under Rule 16.5 or in the absence of the Chair, such other person appointed as chairperson for the meeting under Rule 16.7. ~~The Chair of a Meeting has a deliberative vote, and in the event of a tied vote, a casting vote on all matters for decision at the Meeting.~~

- 27.2** The Delegates for a Meeting shall be the Authorised Representatives, unless otherwise notified by an HE Member to the CEO in accordance with Rule 27.5:

~~one (1) individual appointed by each HE Member; and~~

~~one (1) Director appointed by the Board.~~

- ~~27.2~~**27.3** The Chair and the CEO cannot act as Delegates.

- ~~27.3~~**27.4** No individual shall act as a Delegate for more than one (1) HE Member at a Meeting of Members.

~~27.4~~27.5 The names of ~~the~~not more than two alternate Delegates appointed by an HE Member under Rule 27.2, must be forwarded to the CEO by ~~the~~an Authorised Representative of that HE Member by a date and time determined by the Board prior to the commencement of each Meeting.

~~27.5~~27.6 Subject to Rule ~~28.12,~~28.11, each Delegate shall represent and vote on behalf of the HE Member appointing them ~~or the Board, as the case may be.~~

~~27.6~~27.7 All Life Members, Directors, the CEO, and other Officers of UniSport are entitled to attend and speak at Meetings but shall not (unless also a Delegate or the Chair) be entitled to vote. HE Members are entitled to have no more than two observers in attendance at Meetings of Members, but such observers are not entitled to speak (unless permitted to do so by the Chair) or to vote.

## **28 MEETING REQUIREMENTS AND PROCEDURES**

**28.1** Notice of an AGM must be given in writing no fewer than sixty (60) days before its date by the CEO to the Board, the Officers and the Members specifying:

- a) the date and place for the AGM, and
- b) the closing date for the receipt of nominations for elections and the submission of items of business (under Rule 28.2).

**28.2** Subject to Rule 37 concerning any proposed alterations to this Constitution, not fewer than thirty (30) days before the date set for the AGM, notice of agenda items and nominations under Rule 17.2 must be received in writing by the CEO.

**28.3** Business to be conducted at the AGM includes:

- a) the Annual Report of UniSport (Rule 30),
- b) items of business of which notice has been given under particular rules such as Rule 28.2, and Rule 37;
- c) elections of the Elected Directors as required; and
- d) any proposed alterations to this Constitution.

**28.4** An agenda for the business to be conducted at an AGM shall be forwarded by the CEO to the Board, and all Members by no fewer than twenty-one (21) days before the date of the meeting. The agenda should identify any matters requiring other than a majority vote in favour to be passed, such as special resolutions.

**28.5** Any items of business not listed on the agenda may only be discussed by agreement of an absolute majority of those Members entitled to vote at the meeting, and resolutions on such items shall require a majority of seventy five (75) percent of those entitled to vote at the meeting to be passed.

**28.6** An SGM may be called at any time by the Board or by not fewer than ten (10) Members or by a Member appealing a decision under Rule 12.5 by giving written notice to the CEO in the form specified by the By Laws.

**28.7** Upon receipt of a request for a SGM not fewer than twenty-one (21) days written notice must be given to the Board and the Members by the CEO of:

- a) the date and place for the SGM, and

b) the item(s) of business to be discussed.

**28.8** Each ~~Delegate of an~~ HE Member present in person or by proxy at a Meeting of Members shall be entitled to one (1) vote per HE Member. ~~The Chair and the Delegate of the Board shall be entitled to one (1) vote each.~~

**28.9** ~~Voting~~ Subject to Rules 28.10 and 28.11, voting at Meetings of Members shall be by a majority of votes of those Delegates ~~and the Chair present in attendance~~, in person or by proxy, and entitled to vote, except in cases where this Constitution ~~require~~ requires a special resolution, an absolute majority or some other requirement. For the avoidance of doubt, if an HE Member has more than one Delegate, its Delegates must jointly exercise the HE Member's vote.

**28.10** Unless specified otherwise in the By Laws or in accordance with this Rule, voting at Meetings of Members ~~may will~~ be by a show of hands. A secret ballot shall be conducted if requested by not fewer than twenty (20) percent of the total number of Delegates present, in person or by proxy, and entitled to vote at the Meeting. The By Laws shall specify the method of voting for elections.

~~28.11 If the voting on any resolution not requiring more than a simple majority is equal, the Chair (or in the absence of the Chair, the Deputy Chair or in the absence of the Deputy Chair such other Director who chairs the meeting), shall have a casting vote.~~

~~28.12~~ **28.11** All votes at Meetings of Members must be made personally by the Delegates ~~and the Chair~~ or by proxy vote made in accordance with this Rule. Each Delegate is entitled to appoint another Delegate in their absence as their proxy to vote on their behalf at a Meeting. Only proxies which indicate whether the Delegate is voting in favour of, or against, the proposed resolution as set out in their proxy shall be valid. General proxies are not valid. No Delegate may hold proxies for more than three (3) Delegates. Notice must be given by the Delegate wishing to appoint a proxy to the CEO by no later than forty eight (48) hours before the commencement of the meeting in respect of which the proxy is appointed. The notice appointing the proxy must be in the form set out in the By-Laws.

~~28.13 Delegates representing more than half the number of HE Members who are entitled to vote at a Meeting must be present at a Meeting to constitute a quorum. At least half the total number of Delegates plus one, who are entitled to vote at a Meeting, must be present at a Meeting to constitute a quorum.~~

## **PART VI FINANCIAL MATTERS**

### **29 FINANCIAL YEAR**

**29.1** The financial year of UniSport shall be a calendar year.

### **30 ANNUAL REPORT**

**30.1** The Board shall prepare an Annual Report for presentation to the AGM which is prepared in accordance with the relevant sections of the Corporations Act and shall include audited financial statements.

**30.2** The annual financial statements in the Annual Report shall be audited by an auditor appointed by the Board. The auditor shall be a qualified accountant.

### **31 COMMON SEAL**

**31.1** UniSport shall have a common seal.

**31.2** The Board shall determine when and by whom the common seal is to be used and make provision for its safe custody, subject to the Corporations Act.

**32 CUSTODY OF DOCUMENTATION**

**32.1** The CEO (or their appointed person) must keep, all records, books and other documents relating to UniSport in accordance with the Corporations Act.

## **PART VII DISPUTES AND DISCIPLINE**

### **33 COMPLAINTS, DISPUTES AND DISCIPLINE RELATING TO INDIVIDUALS**

**33.1** Subject to matters within the jurisdiction of the Sports Dispute Committee or Sports Dispute Appeals Committee (which will be dealt with under the Disciplinary & Disputes UniSport Australia Guideline), if any dispute arises relating to an individual, the dispute must be referred in writing to the Complaints Manager. The Complaints Manager will at their sole and absolute discretion refer the matter for resolution in accordance with the process the Complaints Manager considers most appropriate for hearing the matter, from those provided in By-Law 7.

### **34 COMPLAINTS, DISPUTES AND DISCIPLINE RELATING TO MEMBERS**

**34.1** Without limiting the Board's powers under Rule 20, an allegation that a Member or one of its Delegates or Authorised Representatives in respect of UniSport or its events and activities has:

- a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, any other policy, resolution or determination of a Meeting of Members or the Board; or
- b) acted in a manner which is unbecoming of a Member and/or is prejudicial to the Objects Functions and interests of UniSport and/or University Sport; or
- c) brought UniSport or University Sport into disrepute,

may be referred by the Board at its discretion in appropriate cases for investigation and determination by the Disciplinary Committee, and any such person ("Defendant") will be subject to the jurisdiction, procedures, penalties and appeal mechanisms of UniSport set out in By-Law 8.

**34.2** The Board may commence investigatory or disciplinary proceedings against a Defendant by referring the matter to the Disciplinary Committee to hear and determine a matter or matters in accordance with By-Law 8.

## **PART VIII MISCELLANEOUS**

### **35 PATRON AND VICE PATRONS**

- 35.1** There may be one Patron and up to two Vice Patrons. The Patron and Vice-Patrons are entitled to attend and speak at Meetings of Members but shall have no right to vote.
- 35.2** The Board may appoint persons it considers suitable and willing to hold the offices of Patron and (if any) Vice-Patron/s.
- 35.3** The Patron and (if any) Vice-Patron/s shall remain in office for a period as determined from time to time by the Board.

### **36 APPLICATION OF INCOME**

- 36.1** The income and property of UniSport shall be applied solely towards the promotion of the Object of UniSport as set out in this Constitution.
- 36.2** Except if otherwise provided in this Constitution:
- a)** no portion of the income or property of UniSport shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, Director or Officer; and
  - b)** no remuneration or other benefit in money or money's worth shall be paid or given by UniSport to any Member, Director or Officer.
- 36.3** Subject to Rule 22, nothing in Rule 36.2 shall prevent payment in good faith of, or to, any Member, Director or Officer for:
- a)** any out-of-pocket expenses incurred by the Member, Director, or Officer on behalf of UniSport in accordance with the procedures, processes and standards specified by the Board;
  - b)** any services actually rendered to UniSport whether as an employee or otherwise;
  - c)** goods supplied to UniSport in the ordinary and usual course of operation;
  - d)** interest on money borrowed from any Member, Director or Officer;
  - e)** rent for premises demised or let by any Member, Director or Officer to UniSport;
- provided that any such payment shall not exceed the amount ordinarily payable between the parties had the person or organisation not been a Member, Director or Officer.

### **37 ALTERATIONS TO THIS CONSTITUTION**

- 37.1** Subject to Rule 37.2, this Constitution may only be amended, added to or repealed by Special Resolution.
- 37.2** Notwithstanding the provisions of Rules 28.2. and 28.7, notice of an intention to alter this Constitution, and full details of the proposed alterations, must be given by a Member or the Board to the CEO no fewer than fifty (50) days prior to the Meeting of Members which is to consider them. Upon receipt of such notice, the CEO shall consult the Board and obtain such legal and other advice as considered necessary and helpful for Members' consideration of the proposed alterations. Such advice should be circulated with the agenda for the Meeting, or as soon as possible after such circulation.

**37.3** Any amendments to the constitution will only be accepted if seventy five (75) percent (or more) of members vote to pass the proposed amendment/s.

## **38 BY-LAWS**

**38.1** The Board may make, amend and repeal such By-Laws as it considers necessary or desirable. Such By-Laws must be consistent with this Constitution and with the resolutions of Meetings of Members.

**38.2** All By-Laws shall be binding on UniSport, the Members, the Directors, Officers and Appointed Officials.

**38.3** All By-Laws and any amendments to them, shall be advised to all Members in writing, as soon as reasonably practicable after their approval by the Board.

**38.4** All By-laws which were in force prior to the commencement of this Constitution shall remain in force upon commencement of this Constitution until amended or repealed by the Board.

## **39 WINDING UP**

**39.1** Subject to this Rule 39, UniSport may be wound up in accordance with the provisions of the Corporations Act.

**39.2** UniSport may voluntarily wind itself up if no fewer than seventy five (75) percent of those present, in person or by proxy, and entitled to vote at a SGM called for that purpose pass a resolution to do so.

**39.3** If upon winding up or dissolution of UniSport there remains after satisfaction of all its debts and liabilities any assets or property, these shall not be paid to or distributed amongst the Members of UniSport but shall be given or transferred to somebody or bodies having purposes similar to the object and functions of UniSport.

**39.4** The body or bodies referred to in Rule 39.3 must 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 on UniSport by this Constitution, must not be carried on for profit, and must be similarly exempt from income tax.

**39.5** The body or bodies referred to in Rule 39.3 are to be determined by the Members of UniSport at or before the time of dissolution. If the Members cannot decide such determination shall be made by such judge of a Supreme Court as may have or acquire jurisdiction in the matter.

## **40 INDEMNITY**

**40.1** UniSport shall, to the extent permitted under the Corporations Act, indemnify its Directors, Officers, Appointed Officials and employees against all damages and costs (including legal costs) for which any such Director, Officer, Appointed Official or employee may be, or become, liable to any third party as a result of any act or omission, (except wilful misconduct):

- a) in the case of a Director, Officer or Appointed Official, performed or made whilst acting on behalf of and with the authority, express or implied, of the Board, and
- b) in the case of an employee, performed or made in the course of, and within the scope of their employment by UniSport.

## SCHEDULE 1 DEFINITIONS (Rule 4.1)

“**Annual Report**” means the report described under Rule 30.

“**Annual General Meeting**” and “**AGM**” mean the Meeting of Members held annually as described in Rule 25.

“**Appointed Director**” means a Director appointed under Rule 16.1b).

“**Appointed Official**” means individuals who are appointed by the Board to positions of responsibility within University Sport in respect of international, national and regional events and competitions, and includes national selectors, Chef de Mission, managers, team and sport coaches, and medical officers

“**Assistant complaints manager**” means a person appointed to that role by the Complaints Manager, and is the person responsible for management of the complaints determined by the Complaints Manager.”

“**Authorised Representatives**” means ~~a person who is the people~~ authorised for the time being in writing by an HE Member under Rule 7 to act on behalf of that HE Member in respect of any action or matter provided for in this Constitution including Rule 27.

“**Board**” means the Board as defined in Rule 16.

“**By-Laws**” means the By-laws made under Rule 38.

“**Chair**” means the Chair of UniSport appointed under Rule 16.5.

“**Chief Executive Officer**” and “**CEO**” mean the Chief Executive Officer of UniSport for the time being appointed under Rule 15.

“**Complaints Manager**” means the UniSport Complaints Manager, who may be appointed by the CEO, or if no-one is appointed then is the CEO.

“**Constitution**” means this Constitution.

“**Continental University Sports Federation**” and “**CUSF**” means the entity responsible for a FISU region.

“**Corporations Act**” means the Corporations Act 2001 (Cth) as amended from time to time.

“**Delegate**” means a person appointed by an HE Member ~~or the Board~~ to be its representative at a Meeting of Members under Rule 27.

“**Deputy Chair**” means the Deputy Chair of UniSport appointed under Rule 16.6.

“**Directors**” mean the persons elected and appointed to the Board under Rule 16, and include the Elected Directors, Appointed Directors and the UA nominated Director.

“**Elected Directors**” means a Director elected under Rule 16.1a).

“**FISU**” means the International University Sports Federation which administers and promotes University Sport internationally.

“**Higher Education Member**” or “HE Member” means a Member described in Rule 7.

“**Intellectual Property**” means all rights and/or goodwill in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks relating to UniSport or any event,

or any competition or University Sport activity or program of or conducted, promoted or administered by UniSport.

**“Life Members”** means those individuals described in Rule 8.

**“Meeting of Members”** means an Annual General Meeting or a Special General Meeting of Members under Rule 25.

**“Member”** means a Member of UniSport as specified in Rule 6.

**“Membership Fee”** means any fee payable by the Members to UniSport as provided for in Rule 9.

**“Object”** means the Object of UniSport described under Rule 2.1 of this Constitution.

**“Officer”** means an individual holding one of the positions described in Rule 14.

**“Patron”** means the individual appointed as such under Rule ~~36~~35.

**“Register”** means the register of Members and Officers of UniSport specified in Rule 11.

**“Special General Meeting”** or **“SGM”** means a Meeting of Members called under Rule 25 other than the Annual General Meeting.

**“Special Resolution”** has the same meaning as in the Corporations Act.

**“Sport”** means the sports or physical recreation activities as determined by the Board from time to time as part of University Sport under the By-Laws.

**“TEQSA”** means the Tertiary Education Quality and Standards Agency, or any successor in title.

**“UA”** means Universities Australia.

**“UniSport”** means UniSport Australia Limited.

**“University Sport”** means any activity, program or event (including one involving a Sport) which is either held by, hosted on behalf of UniSport, or run jointly with UniSport, which is sanctioned by the Board in accordance with the By-Laws, including the World University Games and World University Championships and can include events at international, national, regional and local levels.

**“Vice Patron”** means an individual appointed to that position under Rule 35.