

Special Resolution

That the new Constitution (as approved by the CFF Board) with amendments to reflect the new name '**CFF (Fencing Federation) Limited**' be adopted.

NB: A **Special Resolution** means a resolution passed by at least seventy-five (75) percent of the total number of eligible votes cast in a vote on that question, motion or resolution put at the relevant general meeting in accordance with this Constitution and / or the Law.

Rationale

At the Commonwealth Fencing Federation General Meeting held in Newcastle-upon-Tyne in 2018, it was agreed:

1. That the CFF Statutes be replaced by the proposed new Constitution (as agreed to at the workshop on 21 July 2018) as the Constitution of the new company limited by guarantee to be known as Commonwealth Fencing Federation Limited (CFF Ltd).
2. That the new Constitution so adopted be of effect as and from the date of its registration with the Australian Securities and Investment Commission (ASIC).

At the final stage of registration with the Australian Securities and Investment Commission (ASIC) in order to become a public company limited by guarantee under Australian law, the CFF was informed that ASIC (on behalf of the Australian Commonwealth Government) would not allow the use of the term 'Commonwealth' to be used in the company's name.

Despite a prolonged appeal process, the CFF was not successful in being granted the right to use the term in its name.

The CFF Board then agreed to register the CFF under the name **CFF (Fencing Federation) Limited** which was done after the Board approved the amended Constitution to reflect the new name.

The CFF Board agreed that the organisation will continue to trade as the Commonwealth Fencing Federation.

The AGM is now requested to adopt the new, amended Constitution as approved by the CFF Board. This Constitution replaces the new Constitution agreed to at the General Meeting held in Newcastle-upon-Tyne in 2018.

CFF (FENCING FEDERATION) LIMITED

CONSTITUTION

**ADOPTED ON 22 JULY 2018
AMENDED ON 22 AUGUST 2020**

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A company limited by guarantee
and registered in Victoria

CONSTITUTION
of
CFF (FENCING FEDERATION) LIMITED
(the “Company”)

GENERAL

1 Definitions

The following definitions apply in this Constitution unless expressly stated otherwise or unless the context otherwise requires:

Affiliate means any organisation established for purposes consistent with the objects of the Company which is granted affiliation by the Board on terms determined by the Board from time to time and **Affiliation** is affiliation to the Company on the terms prescribed by the Board.

Annual General Meeting means the Annual General Meeting of the Company held pursuant to the requirements of the Law.

Board means the board of Directors of the Company.

Commonwealth means the collection of individual sovereign countries and states which are signatories to the Charter of the Commonwealth signed in 2013, together with any other place designated as being part of the Commonwealth by the Commonwealth Games Federation.

Commonwealth Games means the sporting event organised by the Commonwealth Games Federation which is so named, which is held every four (4) years.

Commonwealth Games Federation means the organisation known as the “Commonwealth Games Federation” and which is responsible for the organisation and control of the Commonwealth Games.

Company means **CFF (Fencing Federation) Limited**.

Congress means a general meeting of the Members of the Company which is designated by the Company as a “Congress”.

Constitution means this constitution of the Company as altered, amended or replaced from time to time.

Director means a director of the Company.

Existing Constitution means the constitution of the Unincorporated Association which is in force immediately prior to the adoption of this Constitution.

Elected Director means a Director who is elected in that class of Directors in accordance with clause 31 to any of the positions listed in clause 31(d).

FIE means the International Fencing Federation (Fédération Internationale d'Esgrime), the international and worldwide governing body for fencing.

FIE Constitution means the constitution of FIE which is adopted and in force as at the date of adoption of this Constitution, and which is later amended, modified, repealed or replaced by FIE.

Governing Legislation means the *Corporations Act 2001* (Cth) and any regulations made thereunder, including the *Corporations Regulations 2001* (Cth).

Insolvency Event means:

- (a) a receiver, receiver and manager, administrator, trustee or similar official is appointed over any of the assets or undertaking of that person;
- (b) the person suspends payments of his debts generally;
- (c) the person is or becomes unable to pay his debts when they are due or is unable to pay his debts within the meaning of the Law;
- (d) an application or order is made for the winding up or dissolution of, or the appointment of a provisional liquidator to the person or a resolution is passed or steps are taken to pass a resolution for the winding up or dissolution of the person otherwise than for the purpose of an amalgamation or reconstruction; or
- (e) where that person commits an act of bankruptcy, enters into an assignment for the benefit of creditors, is unable to pay his debts when due, or any application has been made to declare that person bankrupt.

Law means the governing law of the place in which the Company is registered, including the Governing Legislation.

Life Member means a Member in that category appointed to Membership in accordance with clause 10 and the provisions of the Constitution.

Member means a Member of the Company in any category admitted in accordance with the provisions of this Constitution and **Membership** is membership of the Company in any category.

Member Present means, in connection with a meeting, the Member present in person, through use of technology or by appointment of any Member's Representative(s).

Member's Representative means a delegate of a Member appointed by that Member to attend meetings of the Company and exercise the powers of that Member at meetings of the Company.

Mentally Incapacitated Person means a person who is suffering from a condition that seriously impairs the person's mental functioning.

National Federation has the same meaning as given to that term in the Statutes and Regulations.

National Federation Members means a Member in that category appointed to Membership in accordance with clause 10 and the provisions of the Constitution.

Patron means the person appointed to that position in accordance with clause 29.

Policy means any rules, regulations, by-laws and policies made by the Board in accordance with this Constitution.

President means the president of the Board and president of the Company, who is elected in accordance with clause 31.

Register means the register of Members of the Company maintained by the Company in accordance with the requirements of the Law.

Returning Officer means a person appointed by the President to act as the returning officer at any election of Life Members or Elected Directors.

Seal means any common seal of the Company, if the Company has a common seal.

Secretary means the secretary of the Company appointed in accordance with the Governing Legislation (the Governing Legislation requires the Board to appoint a company secretary, being a person over the age of 18 years and ordinarily resident in Australia, and who may but need not be a Director).

Special Resolution means a resolution passed by at least seventy-five (75) percent of the total number of eligible votes cast in a vote on that question, motion or resolution put at the relevant general meeting in accordance with this Constitution and / or the Law.

Sport means the sport of fencing, in its various forms, as recognised and regulated by FIE from time to time, including any modified forms of the sport developed for junior development and other purposes.

Statutes and Regulations means the statutes and regulations of FIE applicable to the Company, including FIE's constitution.

Unincorporated Association means the unincorporated association, based in Australia, known as the "Commonwealth Fencing Federation".

Voting Member means a Member who is entitled by operation of this Constitution to vote on a question, motion or resolution put at any meeting of the Company, including any Annual General Meeting and any Congress.

2 Interpretation

Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless the context requires otherwise.

- (a) A gender includes all genders.
- (b) The singular includes the plural and conversely.
- (c) Where a word or phrase is defined, its other grammatical forms have corresponding meaning.
- (d) A reference to a paragraph or sub-paragraph is to a paragraph or sub-paragraph, as the case may be, of the clause or paragraph, respectively, in which the reference appears.
- (e) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments promulgated under it.
- (f) Except in so far as a contrary intention appears in this Constitution, an expression has, in a provision of this Constitution which relates to a

particular provision of the Law, the same meaning as in that provision of the Law.

- (g) A mention of anything after include, includes or including does not limit what else might be included.
- (h) A reference to a person includes a corporation, incorporated association, trust, partnership, unincorporated association or other entity, whether or not it comprises a separate legal entity.
- (i) Any reference to “\$”, “\$AU” or “dollars” is a reference to Australian currency.
- (j) A reference to time is a reference to that time in the place that the Company is registered, except in the case of a reference to time in connection with a general meeting, Annual General Meeting or Congress. In the case of a reference as to time in connection with a general meeting, Annual General Meeting or Congress, the reference is a reference to the time at the place where that meeting is or will be held.
- (k) Any reference to a “general meeting” of the Company is a collective reference to meetings of the Company’s Members convened in accordance with this Constitution. A reference to a “general meeting” includes a reference to an Annual General Meeting and a Congress, as the context requires.

3 Official Language, Place of Registration and Other Matters

- (a) The official language of the Company shall be English.
- (b) All documents including this Constitution and any Policy are, and shall be, drafted in English. If for any reason this Constitution or any Policy is translated into any language other than English, if any inconsistency exists between the version in English and the version in that other language, the English version shall prevail to the extent of the inconsistency.
- (c) All meetings of the Company, including all Annual General Meetings and Congresses, shall be conducted in English.
- (d) All meetings of the Board shall be conducted in English.
- (e) The Company shall be registered in Victoria, Australia in accordance with the Governing Law, upon:
 - (i) the adoption of this Constitution by the Voting Members by way of a resolution to that effect passed in accordance with the requirements of the Existing Constitution; and
 - (ii) the Voting Members passing a Special Resolution to the effect that the Company be registered as a public company limited by guarantee in Australia pursuant to the requirements of the Governing Law.
- (f) The Company shall not allow or permit discrimination of any type against any National Federation, athlete or other person on the grounds of race, gender, religion, sexual preference, political affiliation or on any other basis.
- (g) Upon the registration of the Company in accordance with clause 3(e) the Company shall do all things necessary in order for the assets and

property of the Unincorporated Association, governed by the Existing Constitution, to vest legally and beneficially in the name of the Company.

4 Powers and Actions Authorised Under the Law

- (a) The Company shall have power under this clause 4 to perform any action in any case where the Law confers that power on any Company if that power is comprised in its constitution documents, despite any other provision of this Constitution.
- (b) The rules of the Company specified in this Constitution shall apply subject to and in compliance with any mandatory provision of the Law.
- (c) Any mandatory provision of the Law shall be incorporated into this Constitution and shall prevail over any provision contained in this Constitution but only to the extent of any inconsistency between the Law and this Constitution.
- (d) The Company may in any way the Law permits:
 - (i) exercise any power;
 - (ii) take any action; or
 - (iii) engage in any conduct or procedure,which, under the Law, the Company may exercise, take or engage in.
- (e) Notwithstanding clause 4(d); the Company may do all other things that are incidental or conducive to carrying out the Company's objects.
- (f) Where this Constitution provides that a person may do a particular act or thing, the act or thing may be done at the person's discretion.
- (g) Where this Constitution confers a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken as including a power exercisable in the same manner and subject to the same conditions (if any) to repeal, rescind, revoke, amend or vary that act or thing.
- (h) Where this Constitution confers a power to do a particular thing in respect of particular matters, the power is, unless the contrary intention appears, to be taken to include a power to do that thing in respect of some only of those matters or in respect of a particular class or particular classes of those matters and to make different provision in respect of different matters or different classes of matters.
- (i) Where this Constitution confers a power to make appointments to any office or position, the power is, unless the contrary intention appears, to be taken to include a power:
 - (i) to appoint a person to act in the office or position until a person is appointed to the office or position; and
 - (ii) subject to any contract between the Company and the relevant person, to remove or suspend any person appointed, with or without cause.
- (j) Where this Constitution confers a power or imposes a duty then, unless the contrary intention appears, the power may be exercised

and the duty must be performed from time to time as the occasion requires.

- (k) Where this Constitution confers a power or imposes a duty on the holder of an office as such then, unless the contrary intention appears, the power may be exercised and the duty must be performed by the holder for the time being of the office.
- (l) Where this Constitution confers power on a person or body to delegate a function or power:
 - (i) the delegation may be concurrent with, or (except in the case of a delegation by the Board) to the exclusion of, the performance or exercise of that function or power by the person or body;
 - (ii) the delegation may be either general or limited in any manner provided in the terms of delegation;
 - (iii) the delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of a specified office or position;
 - (iv) the delegation may include the power to delegate;
 - (v) where the performance or exercise of that function or power is dependent on the opinion, belief or state of mind of that person or body in relation to a matter, that function or power may be performed or exercised by the delegate on the opinion, belief or state of mind of the delegate in relation to that matter; and
 - (vi) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body.

NAME AND OBJECTS

- 5 The name of the Company is **“CFF (Fencing Federation) Limited”**.
- 6 The Company recognises FIE is the sole international sporting authority entitled to make and enforce regulations for the encouragement and control of the Sport. So that the above authority may be exercised in a fair and reasonable manner, FIE has drawn up the Statutes and Regulations which govern the Sport.

The Company acquiesces to and is bound by the Statutes and Regulations adopted by FIE. The Company is recognised by FIE and delegated certain powers and functions by FIE.

The Company is recognised by the Commonwealth Games Federation as an organisation responsible for the Sport in the Commonwealth.

The primary objects of the Company are to:

- (a) Conduct, encourage, promote, advance, foster and develop the Sport throughout the Commonwealth, at all levels.
- (b) Generally act in the best interests of the Sport.
- (c) Foster, control, conduct and administer Commonwealth championships, tournaments, competitions and matches and

participation in the Sport; and to foster, control, conduct and administer participation in those competitions.

- (d) Affiliate with or otherwise be recognised by, and maintain such affiliation with or recognition status with, FIE and the Commonwealth Games Federation; and to perform such functions that FIE or the Commonwealth Games Federation requires the Company to perform.
- (e) Delegate appropriate functions and responsibilities to be performed by and assumed by National Federation Members.
- (f) Establish and maintain financial security by obtaining funds from all private, public, governmental and institutional sources, and from National Federation Members.
- (g) Negotiate, co-operate and work with international and domestic organisations as required in order to fulfil the objects of the Company.
- (h) Encourage the provision and development of appropriate facilities throughout the Commonwealth for participation in the Sport.
- (i) Promote the Sport for commercial, government and public recognition and benefits.
- (j) Control the use of the name of the Company and its intellectual property.
- (k) (subject to the Statutes and Regulations) make rules, regulations, by-laws and policies for the control and conduct of the Sport in the Commonwealth and for purposes consistent with the objects of the Company.

The Company may undertake other activities not inconsistent with the primary objects set out in this clause 6 to foster, develop, enhance, promote or protect the interests of the Company, its Members and the Sport.

LIABILITY

- 7 The liability of the Members is limited. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the Company being wound up while the Member is a Member, for the payment of the debts and liabilities of the Company contracted before the Member ceases to be a Member and the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst Members. The liability of each Member of the Company by operation of this clause shall not exceed \$ 10.00.

WINDING UP

- 8 The income and property of the Company shall be applied solely towards the promotion of the objects of the Company contained in this Constitution and no portion shall be paid or transferred directly or indirectly as a dividend bonus or any other method by way of profit to the Members of the Company provided that nothing shall prevent the payment in good faith of remuneration to any officers or servants of the Company nor to any Member or other person in return for any services actually rendered to the Company nor prevent the payment of interest on money lent nor reasonable and proper rent for premises demised or let by any Member to the Company.
- 9 If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property, assets or funds whatsoever the same shall not be paid to or distributed amongst the Members of the Company but shall be given or transferred to an institution having objects similar to the

objects of the Company and whose constitution prohibits 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 the Company under clauses 8 and 9, such institution or institutions to be determined by the Members unanimously, and failing that determination by a superior court of law in the same jurisdiction that this Company is registered, or another court that has or acquires jurisdiction in the matter.

MEMBERSHIP

10 Membership

- (a) Membership is limited as follows:
- (i) Subject to clauses 10(a)(ii) and 10(a)(vi), the number of Members of the Company is unlimited.
 - (ii) Subject to clause 10(a)(vi), Membership of the Company is divided into the categories specified in clause 10(d). Only those organisations or people who satisfy the qualification and admission criteria for Membership in a particular category, and all other requirements set out in this Constitution concerning admission to Membership, shall be eligible to become a Member in that class.
 - (iii) Subject to the requirements of this Constitution regarding obligations upon applicants for Membership, a candidate for Membership in any category shall agree to be bound by this Constitution, the Policies, the Statutes and Regulations, including in particular the requirements set out in clause 12, by signing and forwarding an application to the Company to this effect in a form approved by the Directors and agreeing to their name being entered on the Register.
 - (iv) Nothing in this Constitution shall be interpreted to restrict or hinder or declare as invalid a resolution of the Board to suspend or otherwise decide to not accept any application for Membership.
 - (v) The Board may develop and implement Policies which set out the privileges and benefits of Membership in each category.
 - (vi) The Board may create other categories of Membership of the Company and, once any such category is created, make all such rules, policies and determinations in relation to that category that the Board is authorised to make in relation to other categories of Membership, PROVIDED THAT any such category of Membership created by the Board (and any Members admitted in that category) shall not be granted any voting rights.
 - (vii) The Board may create categories of Affiliation to the Company and grant Affiliation to organisations at the Board's discretion. Once any such category is created, the Board may make all such rules, policies and determinations in relation to that category that the Board is authorised to make in relation to Affiliation, PROVIDED THAT any such category of Affiliation created by the Board (and any Affiliates admitted in that category) shall not be granted any voting rights.

- (b) No transfer of Membership is permitted.
- (c) No joint Membership by two or more people or organisations shall be permitted.
- (d) The categories of Membership of the Company and the corresponding qualification and admission criteria for Membership in that category are as follows:
 - (i) **National Federation Members:**
 - (1) those organisations whose names are recorded in the Register and in **Appendix A** to this Constitution as being National Federation Members at the date of adoption of this Constitution; and
 - (2) an organisation recognised by FIE as a National Federation for a country or geographical area located in the Commonwealth.
 - (ii) **Life Members:**
 - (1) Those persons whose names are recorded in **Appendix A** and in the Register as being Life Members at the date of adoption of this Constitution; together with
 - (2) such other persons who have provided at least ten (10) years outstanding service to the Company, any National Federation Member or the Sport and who has been admitted to Life Membership in accordance with the provisions of this Constitution.

For the avoidance of doubt, Life Membership may be granted posthumously.

11 Form of Application

An application for Membership in any category other than Life Membership, and a nomination in the case of Life Membership, must:

- (a) be in writing in a form approved by the Directors.
- (b) be signed:
 - (i) by the applicant; and
 - (ii) completed in accordance with clauses 13(f) to 13(h) in respect of a nomination for Life Membership.
- (c) specify the category of Membership in respect of which the application is made.
- (d) be accompanied by any other documents, information or evidence as to the qualification for Membership in the particular category for which the Directors reasonably require or which is required by this Constitution.

- (e) be accompanied by the requisite membership application fee, annual membership fee and / or any other amount determined by the Board.

12 Requirements and Obligations of Members

- (a) Further to any other provision of this Constitution, each National Federation Member will:
 - (i) Have objects that align with FIE and those of the Company as set out in this Constitution;
 - (ii) Do all things reasonably necessary to enable those objects to be achieved, having regard to any legislation applicable to that National Federation Member.
 - (iii) Effectively promulgate and enforce the Constitution and Policies of the Company and the Statutes and Regulations.
 - (iv) At all times act for and on behalf of the interests of the Company, FIE, the Commonwealth Games Federation and the Sport.
 - (v) Be responsible and accountable to the Company for fulfilling its obligations under the Company's strategic plans as determined and revised from time to time.
 - (vi) Act in good faith and loyalty to maintain and enhance the Company and the Sport, its standards, quality and reputation for the collective and mutual benefit of the Company and the Sport.

13 Admission to Membership

Categories other than Life Membership

In respect of all categories of Membership except for Life Membership the process for admission to Membership of the Company is as set out in clauses 13(a) to 13(e) below:

- (a) The Directors must consider an application for Membership at the next meeting of the Board after its receipt by the Secretary and determine, subject to this Constitution, the admission or rejection of the applicant.
- (b) The Directors may require any applicant for Membership to give such information as they require before admitting the applicant to Membership of the Company.
- (c) If an application for Membership is rejected the:
 - (i) Secretary must notify the applicant in writing of the rejection of the application and the reasons for the rejection.
 - (ii) Secretary must return to the applicant any amount paid to the Company in accordance with clause 11(e).
- (d) If an application for Membership is accepted the Secretary must enter the name and details of the Member into the register of Members.

- (e) The Directors can require a Member to execute additional documents once that Member has been admitted to Membership and remains a Member.

Life Membership

In addition to meeting the requirements of clause 11 (with the exception of clause 11(b)(i)), the process for admission to Life Membership of the Company is as follows:

- (f) A person who is to be considered for admission to Life Membership must be nominated for Life Membership by a proposer and a seconder, each of whom must be a Member.
- (g) The nomination for Life Membership must be signed by the proposer and the seconder.
- (h) The nomination form must be submitted to the Company accompanied by a statement which contains all relevant information and particulars necessary in order for the Board to consider whether the nominee qualifies to be appointed as a Life Member.
- (i) Nominations for Life Membership must be received by the Company by at least forty-five (45) days before the Congress or Annual General Meeting if the nomination is to be considered by the Board before the next Congress or Annual General Meeting of the Company.
- (j) The Board shall meet 30 days before each Congress and Annual General Meeting for purposes including the consideration of any nominations for Life Membership duly received.
- (k) The Board shall consider each nomination for Life Membership and determine, in respect of each nomination, whether or not the person nominated satisfies the qualification criteria set out in clause 10(d)(ii).
- (l) In respect of each nominee who satisfies the qualification criteria in clause 10(d)(ii) the Board shall decide by ordinary resolution whether or not to recommend that the nominee be elected by the Congress or Annual General Meeting as a Life Member. In respect of each nominee approved by the Board, the Board shall recommend to the next Congress or Annual General Meeting that the person should have Life Membership conferred on them.
- (m) At the next Congress or Annual General Meeting following the Board meeting referred to in clause 13(j) a ballot of the Members Present and entitled to vote shall be conducted in respect of the appointment of Life Members.
- (n) Not more than three (3) candidates for Life Membership shall be appointed to Life Membership at each Congress or Annual General Meeting. The following voting procedures shall apply in respect of the appointment of Life Members:

Three (3) or Less Candidates for Life Membership:

- (i) That ballot will be conducted on the basis that each Member Present and entitled to vote shall be asked to cast a vote in the affirmative or the negative on the question of whether each nominee recommended by the Board in accordance with clause 13(l) shall be admitted to Life Membership of the Company.

- (ii) A person shall be conferred with Life Membership of the Company provided that at least seventy-five (75) percent of the Members Present and entitled to vote at the Congress or Annual General Meeting vote in the affirmative on the question of whether a nominee for Life Membership shall be admitted to Membership of the Company in that category.

In Excess of Three (3) Candidates for Life Membership:

- (iii) That ballot will be conducted on the basis that each Member Present and entitled to vote shall be asked to cast a vote in the affirmative or the negative on the question of whether each nominee recommended by the Board in accordance with clause 13(l) shall be admitted to Life Membership of the Company.
- (iv) A person shall be conferred with Life Membership of the Company provided that:
 - (1) at least seventy-five (75) percent of the Members Present and entitled to vote at the Congress or Annual General Meeting vote in the affirmative on the question of whether a nominee for Life Membership shall be admitted to Membership of the Company in that category; and
 - (2) subject to clause 13(n)(iv)(3), that person receives the highest, second highest or third highest number of affirmative votes cast in the vote conducted at the Congress or Annual General Meeting; but
 - (3) if more than one (1) candidate for Life Membership ties on the third highest number of affirmative votes those tying candidates will not be admitted to Life Membership by that ballot; however
 - (4) if one hundred (100) percent of the Members Present casts a vote in favour of each candidate being admitted to Life Membership then notwithstanding any other provision of clause 13, that person will be admitted to Life Membership.

14 Notification by Members

Each Member must promptly notify the Secretary in writing of any change in the Member's qualification to be a Member of the Company.

15 Register of Members and Payments by Members

- (a) The register of Members of the Company must be kept in accordance with the Law.
- (b) The following must be entered in the register of Members in respect of each Member:
 - (i) the full name of the Member;

- (ii) the address, facsimile number and electronic mail address, if any, of the Member, and any other contact particulars that the Member is required to provide by operation of this Constitution;
 - (iii) the date of admission to and cessation of Membership; and
 - (iv) such other information as either the Directors require or which is required by the Law to be kept.
- (c) Each Member must notify the Secretary in writing of any change in that Member's name, address, facsimile number or electronic mail address, or any other information supplied in accordance with clause 15(b), within fourteen (14) days after the change.
 - (d) Application, subscription and annual fees in respect of Membership in any category may be determined by the Board; however the Board shall not determine that any such amount is payable by Life Members.
 - (e) In the event that the Board determines to apply subscription fees or annual fees to Membership generally or Membership in a particular category then each Member who is affected by that determination shall pay that fee within thirty (30) days after the commencement of the financial year of the Company to which the imposition of fees apply.

16 Discipline of Members and Cessation of Membership Rights

- (a) A resignation of any Member shall be addressed to and forwarded to the Secretary.
- (b) The Board has the power to recommend that the Company in general meeting, by Special Resolution, expel, suspend, censure, fine or otherwise sanction a Member, in the event of a Member:
 - (i) wilfully refusing or neglecting to comply with the provisions of the Constitution;
 - (ii) engaging in any conduct which is or which would have the tendency to be detrimental to the interests of the Company or the Sport;
 - (iii) engaging in any conduct which has brought, brings or which would have the tendency to bring the Company, the Sport or the Member into disrepute; or
 - (iv) acting in a manner which is materially inconsistent with, contrary to or prejudicial to the best interests of the Company or the Sport.
- (c) However, the Company shall not exercise this power unless at least one week before the meeting of the Company at which such resolution is passed, the Member:
 - (i) had notice of the meeting and the allegations against the Member;
 - (ii) had notice of the intended resolution; and
 - (iii) had an opportunity of giving orally or in writing any explanation or defence the Member may think fit.

- (d) Membership shall cease and the Secretary may remove the Member's name from the register of Members as the case may be upon being satisfied that any one of the following has occurred:
- (i) a written resignation from the Member has been received by the Secretary with one (1) month's notice;
 - (ii) In the case of a National Federation Member, if FIE ceases to recognise that National Federation Member as a National Federation;
 - (iii) if a resolution expelling the Member from Membership of the Company has been passed in accordance with clause 16(c); or
 - (iv) if clause 16(f) applies.
- (e) In the event that a Member has not paid any subscription, fee or other amount owing by the Member to the Company within thirty (30) days after the due date for the payment of that sum, the Member's rights, including without limitation the right to attend and vote at general meetings of the Company, shall automatically be suspended.
- (f) In the event that Member has not paid any subscription, fee or other amount owing by the Member to the Company within sixty (60) days after the due date for the payment of that sum, the Secretary shall serve notice on the Member that if all outstanding amounts are not paid to the Company within a period of fourteen (14) days from the date of the notice, that Member's Membership shall cease, and that his name and all other details will thereafter be removed from the Register.
- (g) Nothing in this clause 16 is to be interpreted as preventing or restricting the Board in the making of further Policies concerning the conduct of Members and the disciplining of Members where such Policies are breached, provided that those Polices do not conflict with the provisions of this Constitution.

CONGRESSES AND GENERAL MEETINGS OF THE ASSOCIATION

17 Power to convene

- (a) An Annual General Meeting or Congress of the Company shall be held in accordance with the requirements of the Law. Any reference in this Constitution to a general meeting includes a reference to any Annual General Meeting or Congress.
- (b) The Board:
- (i) may, whenever they think fit, convene a general meeting;
 - (ii) and must, on the requisition in writing of at least two (2) National Federation Members, convene a general meeting to be held as soon as practicable but, in any case, not later than two (2) months after the date of the submission of the requisition; and
 - (iii) may designate that a general meeting of the Company is a Congress; and

- (iv) must designate that a general meeting of the Company held in each year that a Commonwealth Games is held is a Congress for the purposes of this Constitution.

18 Notice of general meetings and attendance at general meetings

- (a) Members shall be entitled to receive written notice of meetings of the Company. Further, written notice of meetings of the Company shall be given to:
 - (i) Each Director;
 - (ii) Any other person which the Law requires that such notice be given to.
- (b) Members in any category other than National Federation Members and Life Members shall have no right to receive notices of meetings of the Company, nor any right to attend meetings of the Company.
- (c) Subject to provisions of the Law relating to special and other resolutions, at least twenty-one (21) days written notice must be given to any Member or other person entitled to receive notice under this Constitution, of any general meeting, provided that, subject to the Law, a general meeting may be called by shorter notice.
- (d) Each notice convening a general meeting shall contain the information required by the Law.
- (e) The non-receipt of a notice convening a general meeting by or the accidental omission to give notice to any person entitled to receive notice shall not invalidate the proceedings at or any resolution passed at the general meeting.

19 Quorum

No business shall be transacted at any general meeting unless a quorum of National Federation Members is present at the time when the meeting proceeds to business. A quorum for a general meeting shall be four (4) different National Federation Members Present and entitled to vote, by their delegate on any item of business included in the notice of that general meeting.

20 President of meetings

- (a) Subject to clause 20(b), the President shall preside as chairman of every general meeting.
- (b) Where a general meeting is held and:
 - (i) there is no President; or
 - (ii) the President is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, or if the President does not wish to act as chairman of the meeting,

the Members Present shall elect as chairman of the meeting another Director who is present and willing to act, or if no other Director willing to act is present at the meeting, a Member's Representative who is present and willing to act.

- (c) Any question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the President of the meeting, whose decision is final.

21 Adjournments

- (a) The President may adjourn the general meeting from time to time and from place to place.
- (b) No business shall be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a general meeting is adjourned for twenty-one (21) days or more, notice of the adjourned general meeting shall be given as in the case of an original general meeting.
- (d) Except as provided by clause 21(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned general meeting.

22 Voting at general meetings

- (a) Any resolution to be considered at a general meeting shall be decided on a show of hands unless a poll is demanded.
- (b) A declaration by the President that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the general meeting shall be taken as conclusive evidence of the fact without the need to show the number or proportion of the votes recorded in favour of or against the resolution.
- (c) A poll for a resolution may be requested by the President or by at least two (2) Members Present and entitled to vote on the resolution. A request for a poll may be withdrawn.

23 Procedure for polls

- (a) Subject to this clause, a poll when requested shall be taken in the manner and at the time the President directs.
- (b) The result of the poll shall be a resolution of the general meeting at which the poll was requested.
- (c) The request for a poll shall not prevent a general meeting from continuing with the transaction of any business other than that on which a poll has been requested.

24 Casting vote for President

In the event of an equality of votes on a show of hands or on a poll the President of the general meeting shall have a casting vote.

25 Representation and voting of Members

- (a) Subject to this Constitution:
 - (i) National Federation Members and Life Members shall have the right to attend general meetings of the Company provided that, where the Member is not a natural person, the Member shall appoint up to two (2) Member's Representatives who are entitled to attend the

meeting as the representatives of that Member and exercise all of the powers of that Member which are exercisable at that meeting; however only (1) Member's Representative shall have the right to vote at that meeting (on the basis that each National Federation Member is entitled to one (1) vote at general meetings of the Company).

- (ii) A Member shall be so entitled to appoint a Member's Representative by a written instrument executed by the Member.
 - (iii) A Member's Representative of a Member must be the chairman, a director or the chief executive officer of that Member unless the President otherwise provides a Member with written authority for the Member to appoint some other person as a Member's Representative on whatever terms as are determined by the President
 - (iv) National Federation Members, through their Member's Representative, have the right to vote at general meetings.
 - (v) Life Members have the right to attend general meetings but not vote at general meetings.
- (b) Subject to this Constitution:
- (i) at meetings of the Company each Member entitled to attend and vote may attend and vote in person or through the appointment of a Member's Representative(s);
 - (ii) on a show of hands, every Member Present having the right to vote at a general meeting has one (1) vote regardless as to how many Member's Representatives are in attendance; and
 - (iii) on a poll, every Member Present having the right to vote at a general meeting has one (1) vote regardless as to how many Member's Representatives are in attendance in person.
- (c) An objection to the qualification of a person to vote at a general meeting:
- (i) Must be raised before or at the general meeting at which the vote objected to is given or tendered;
 - (ii) Must be referred to the President or chairperson of the meeting, whose decision is final.
- (d) A vote not disallowed by the President of a meeting under clause 25(c) is valid for all purposes.

26

Proxies

- (a) A Member entitled to vote at a meeting of the Company may appoint a proxy. A proxy must be another Member who is by reference to this Constitution entitled to attend and vote at that general meeting either in person or through the appointment of a Member's Representative.

- (b) An instrument appointing a proxy must be in writing under the hand of the appointor personally.
- (c) An instrument appointing a proxy shall be in the form which appears at **Appendix C**.
- (d) A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated; however, if the instrument appointing a proxy specifies the way in which a proxy is to vote on any particular matter put to a vote at a general meeting then the proxy must vote in the manner indicated in the instrument appointing the proxy.
- (e) The documents to be received under the Law and this Constitution for an appointment of a proxy to be effective must be received by the Company not less than twenty-four (24) hours before the meeting commences or resumes (as the case may be).

27 Right of officers and advisers to attend general meeting

- (a) Any Director and any other officer of the Company who is not a Member shall be entitled to be present and, at the request of the President, to speak at any general meeting.
- (b) Any other person requested by the Directors to attend any general meeting shall be entitled to be present and, at the request of the President, to speak at that general meeting.

28 Circulating resolutions

Nothing in this Constitution limits the Company's power under the Law to pass a resolution as a circulating resolution approved by the specific majority of Members who could have voted on that resolution had it been voted on at a general meeting of the Company.

29 Patron

- (a) The Board may from time to time appoint a Patron, who shall hold office for so long as, and on such terms and conditions as determined by the Board.
- (b) A person appointed as Patron must be a highly respected and prominent person in his or her particular field of achievement or endeavour or a person who has made an outstanding contribution to the Sport, the FIE, a National Federation Member or the Company.
- (c) The Board may revoke any appointment to the position of Patron.
- (d) The Patron shall not be appointed as a Director for so long as the person remains the Patron.
- (e) The Patron shall not have any official role, responsibility or duty by virtue of being appointed to that role. The Board shall be responsible for determining the functions, powers and duties of the Patron.

DIRECTORS

30 The Board

- (a) The Board shall consist of at least three (3) and a maximum of seven (7) Directors.

- (b) A person can only be appointed as a Director in accordance with the procedures set out in this Constitution.
- (c) A person shall not be eligible for appointment as a Director unless that person is a member of a National Federation Member and has already attained the age of eighteen (18) years.
- (d) The composition of the Board shall be as follows:
 - (i) The President;
 - (ii) Two (2) Vice Presidents;
 - (iii) Two (2) ordinary Directors;
 - (iv) (if required) a Director or Directors appointed by the Board to meet the requirements of the Governing Legislation.

31 The appointment of Directors

All Directors appointed to office after the date that this Constitution is adopted shall be appointed pursuant to the provisions of this clause 31 set out below.

Elected Directors

- (a) Candidates for election as Elected Directors can be nominated by any National Federation Member. A National Federation Member can nominate an eligible candidate who is a member of it or any other National Federation Member.
- (b) Elected Directors are elected by the Voting Members in an election conducted in accordance with the voting rules set out in **Appendix B**.
- (c) Nominations by National Federation Members of candidates for election to the office of an Elected Director shall be requested by the Secretary at the same time that notice is given of a Congress at which the election shall take place.
- (d) The following elections shall be conducted at the Congress or Annual General Meeting, strictly in the following order:
 - (i) An election of the President;
 - (ii) An election of the first Vice President;
 - (iii) An election of the second Vice President;
 - (iv) An election of the first Ordinary Director; and
 - (v) An election of the second Ordinary Director; and

the persons elected to each position listed in this clause 31(d) must each be a member of different National Federation Members, except in the case of the Secretary.
- (e) A Member nominating a candidate for election as an Elected Director must make that nomination in writing in the form of a document approved by the Board.
- (f) That document referred to in clause 31(e) must be signed by the nominated candidate and the National Federation Member making the

nomination. The National Federation Member shall provide any further documents or information relating to the nominee requested by the Board. The document shall also contain any information and consent that the Company is required to obtain from a person before that person is appointed as a Director of the Company.

- (g) Nominations made by National Federation Members pursuant to clause 31 must be received by the Secretary no later than 5:00pm Australian Eastern Standard Time on the day which is fourteen (14) days prior to the Congress or general meeting at which the election shall take place.
- (h) The Secretary shall, not less than seven (7) days prior to the Congress or general meeting at which the election shall take place, give notice to all Voting Members of the names of the nominated candidates who are standing for election as an Elected Director at the Congress.
- (i) Elections of Elected Directors shall take place at the times specified in clause 32.
- (j) In the event that the number of Directors ordinarily resident in Australia is less than the minimum number of Directors ordinarily resident in Australia that the Company is required to have under the Governing Law, the Board may by ordinary resolution appoint a person as a Director in order for the Company to meet its requirements under the Governing Law. That appointment may be made by the Board in the same manner that the Board may fill a casual vacancy under clause 33.

Directors generally

- (k) Prior to their appointment as a Director a prospective appointee shall provide to the Company a schedule of potential conflicting interests with the interests of the Company. If a person has a material conflicting interest with the Company then that person must not be appointed as a Director.
- (l) The Company may at any time remove any Elected Director from office by resolution passed in any manner that an ordinary resolution of Voting Members may be passed under this Constitution, provided that a minimum required number of Directors is maintained to form a quorum.
- (m) A Director removed from office under clause 31(l) may not stand for or be re-elected to the office of Director for a period of three (3) years commencing from the date of removal from office.

32

Election of Directors

Election of Directors

- (a) Elections of Elected Directors shall occur only at a Congress or general meeting held once every four years and held in the same year as the Commonwealth Games. Elected Directors are elected for a period commencing at the conclusion of the Congress at which they are elected, and ending at the conclusion of the next Congress of the Company which is held in the same year as the next Commonwealth Games.
- (b) Elected Directors shall be entitled to serve a maximum of three four-year terms or part thereof.

33 Vacation of office

- (a) The office of a Director becomes vacant, and a casual vacancy in that office is created, in any of the following circumstances:
 - (i) in the circumstances prescribed by the Law;
 - (ii) if an Insolvency Event occurs in relation to a Director;
 - (iii) if the Director becomes a Mentally Incapacitated Person;
 - (iv) if the Director is removed from office pursuant to this Constitution;
 - (v) in the case of an Elected Director, if the Director is removed from office by the Members under the procedure prescribed in this Constitution;
 - (vi) if the Director resigns by notice in writing to the Secretary or refuses to act;
 - (vii) If the Director is absent without the consent of the Board from three (3) consecutive meetings of the Board; or
 - (viii) If the Director dies.
- (b) In circumstances of a casual vacancy in the office of any Director the remaining Directors may, in the case of a vacancy in the office of an Elected Director, appoint a person as a Director.
- (c) Any appointment made pursuant to clause 33(b) shall be on terms determined by the remaining Directors subject to the requirements of this Constitution.

34 Employees

- (a) The Directors may from time to time appoint employees of the Company for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in a particular case, may revoke any such appointment.
- (b) At any time an employee remains appointed in that position he or she may not be appointed as a Director and may not serve as a Director.

POWERS AND DUTIES OF DIRECTORS

35 Powers of Directors

- (a) Subject to the Law and this Constitution, the business of the Company shall be managed by the Directors who may exercise all powers of the Company, including but not limited to the making of Policies and decisions consistent with fulfilling the objects of the Company, which are not, by the Law or this Constitution, required to be exercised by the Company in general meeting.
- (b) No clauses, regulations or other decisions so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
- (c) Without limiting the generality of clause 35 the Directors may exercise all the powers of the Company to borrow money and to charge any property or business of the Company.

- (d) Unless otherwise stipulated by the Board, a Policy takes effect fourteen (14) days after it is made by the Board.

36 Appointment of Attorneys and Returning Officers

- (a) The Directors may, by power of attorney, appoint any person to be the attorney of the Company for the purposes, with the powers, authorities and discretions vested in or exercisable by the Board as may be specified by them and for such period and subject to such conditions as they think fit.
- (b) The President shall appoint a Returning Officer to act in respect of any election conducted by operation of this Constitution.

37 Negotiable instruments

All negotiable instruments of the Company shall be executed by the persons and in the manner that the Directors decide from time to time.

MEETINGS OF DIRECTORS

38 Meetings

- (a) The Directors shall meet together as often as is necessary for the despatch of business of the Company. The Board may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Any one (1) Director may, at any time, by written notice to the Secretary request that a meeting of the Directors be convened. The Secretary shall forthwith convene a meeting in accordance with such a request.
- (c) Each Director must provide to the Company that Director's contact details, including that Director's telephone number, facsimile number, mobile telephone number, postal address and email address where the Director can normally be contacted by the Company. Notice need only be given to that Director if contact details have been given to the Company.
- (d) A notice of a meeting of Directors:
 - (i) must specify the time and place of the meeting;
 - (ii) need not state the nature of the business to be transacted at the meeting; and
 - (iii) may be given in person or by post or by telephone, facsimile or other electronic means.
- (e) A Director may waive notice of any meeting of Directors by notifying the Company to that effect in person or by post, telephone, facsimile or other electronic means.
- (f) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, a Director does not invalidate anything done or resolution passed at the meeting if:
 - (i) the non-receipt or failure occurred by accident or error;
 - (ii) before or after the meeting, the Director waived or waives notice of that meeting or has notified or notifies the

Company of his or her agreement to that thing or resolution personally or by post, telephone, facsimile or other electronic means; or

(iii) the Director attended the meeting.

(g) A person who attends a meeting of Directors waives any objection that person may have to a failure to give notice of the meeting.

39 Meetings by technology

(a) Each Director, on becoming a Director, consents to the use of the following technology for calling a Board meeting:

(i) telecommunication;

(ii) video-conferencing and similar technologies;

(iii) electronic mail;

(iv) any other technology which permits each Director to communicate with every other Director; and

(v) any combination of the technologies described in clauses 39(a)(i) to (iv)

(b) A Director may not withdraw the consent given under this clause.

(c) Where the Directors are not all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:

(i) the participating Directors shall, for the purpose of every provision of this Constitution concerning meetings of the Directors, be taken to be assembled together at a meeting and to be present at that meeting; and

(ii) all proceedings of those directors conducted in that manner shall be as valid and effective as if conducted at a meeting at which all of them were present.

40 Quorum at meetings

A quorum for a meeting of Directors is the presence or, subject to clause 39, participation as permitted by the Law of at least three (3) Directors.

41 President

(a) The chairman of all meetings of the Board and the Company shall be the President appointed in accordance with this Constitution.

(b) Where a meeting of Directors is held and:

(i) a chairman has not been elected as provided by clause 41(a); or

(ii) the President is not present at the time appointed for the holding of the meeting or does not wish to chair the meeting,

the Directors present shall elect a Director as the chairman of that meeting.

- (c) The President does not have a casting vote in addition to any vote to which the President may be entitled as a Director.

42 Proceedings at meetings

Subject to this Constitution, questions arising at a meeting of Directors shall be decided by a majority vote of Directors present and voting and any such decision shall for all purposes be taken to be a decision of the Board.

DIRECTORS' OWN INTERESTS

43 Disclosure of interests

- (a) A Director is not disqualified by the Director's office from contracting with the Company in any capacity.
- (b) A contract or arrangement made by the Company with a Director or in which a Director is in any way directly or indirectly interested shall not be avoided merely because the Director is a party to or interested in it.
- (c) A Director is not liable to account to the Company for any profit derived in respect of a matter in which the Director has a material personal interest, merely because of the Director's office or the fiduciary relationship it entails, if the Director has:
 - (i) declared the Director's interest in the matter as soon as practicable after the relevant facts have come to the Director's knowledge; and
 - (ii) not contravened this Constitution or the Law in relation to the matter.

A general notice that the Director is an officer or member of a specified entity or organisation stating the nature and extent of the Director's interest in the entity or organisation shall, in relation to a matter involving the Company and that entity or organisation, be a sufficient declaration of the Director's interest, provided the extent of that interest is not materially greater at the time of first consideration of the relevant matter by the Directors than was stated in the notice.

- (d) Subject to the Law, a Director may not:
 - (i) receive board papers;
 - (ii) vote in respect of a matter; or
 - (iii) be present when a vote is conducted in respect of a matterin which that Director has a material personal interest.
- (e) If the provisions of clause 43 and the Law have been observed by any Director with regard to any contract or arrangement in which the Director is in any way interested, the fact that the Director signed the document evidencing the contract or arrangement shall not in any way affect its validity.
- (f) Each Director must provide the Company with notification from time to time of that Director's material personal interests and any interests which conflict with the interests of the Company.

- (g) The Company shall maintain register of those interests of Directors notified to the Company from time to time.
- (h) Nothing in this clause 43 shall operate to limit the operation of the Law as it applies to the interests of Company directors.

44 Remuneration

- (a) The Directors shall not be entitled to payment of fees for their service as Directors of the Company.
- (b) Any Director shall be entitled to payment or reimbursement of any agreed travelling and other cost properly incurred by that Director in attending and returning from any meeting of Directors, or committee of Directors, or general meeting or otherwise in connection with the business of the Company.
- (c) The Company may pay to any Director, who performs any extra service, travels or makes any special effort for the benefit of the Company, any special remuneration as a fixed amount, as decided by the Directors, whether in addition to or in substitution for the share of fees payable to that Director under this clause 44.

45 Board Committees

- (a) The Directors may delegate any of their powers to a committee or committees consisting of such number of them or other persons as the Directors may determine. A committee may consist of one or more persons. The President shall be an ex officio member of every committee.
- (b) A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Directors. A power so exercised shall be taken to have been exercised by the Directors.
- (c) The number of members present at a meeting of a committee which is necessary to constitute a quorum is the number determined by the Directors and, if not so determined, is two (2). The quorum need only be present at the time when the meeting proceeds to business. Meetings of committees may be held by using any technology which this Constitution permits a meeting of Directors to be held by, as set out in clause 39.
- (e) Minutes of all the proceedings and decisions of every committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Directors are required by the Law to be made, entered and signed.

46 Written resolutions

- (a) If a document:
 - (i) is sent to all those entitled to receive notice of a meeting of Directors at which a resolution could be put;
 - (ii) contains a statement that the signatories to it are in favour of that resolution;
 - (iii) the terms of the resolution are set out or identified in the document; and

- (iv) has been signed by at least a simple majority of the Directors entitled to vote on that resolution,

a resolution in those terms is passed on the day on which the last of the simple majority of Directors signs the document in favour of the resolution, and the document has effect as a minute of the resolution.

- (b) For the purposes of clause 46(a):
 - (i) Two (2) or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be taken to constitute a document containing a statement in those terms signed by those Directors at the time at which the last of those documents to be signed was signed by a Director; and
 - (ii) a facsimile or electronic mail which is received by the Company or an agent of the Company and is sent for or on behalf of a Director shall be taken to be signed by that Director not later than the time of receipt of the facsimile or electronic mail by the Company or its agent in legible form.

47 Defects in appointments

- (a) All acts done by any meeting of the Directors, committees of Directors or any person acting as a Director are as valid as if each person was duly appointed and qualified to be a Director or a member of the committee.
- (b) Clause 47(a) applies even if it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of a committee or to act as a Director or that a person so appointed was disqualified.

MINUTES OF MEETINGS

48. The Directors shall cause minutes to be duly entered in the records of the Company provided for the purpose:
- (a) of all appointments of officers;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all orders made by the Directors and of any committee of the Directors;
 - (d) all resolutions of the Company; and
 - (e) of all resolutions and proceedings of meetings of the Company, of all meetings of the Directors of the Company, and of all meetings of any committee of the Directors,

and such minutes, if purporting to be signed by the President of such meeting or by the President of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

49. Copies of all minutes shall be forwarded to the Secretary as soon as possible.

OFFICERS

50 Officers

- (a) The Directors may from time to time create any other position or positions in the Company, with such powers and responsibilities as the Directors from time to time confer.
- (b) Any officer of the Company holds office on the terms and conditions, as to remuneration and otherwise, as the Directors decide.

51 Termination of Officers and Abolition of Position

- (a) The Directors may at any time terminate the appointment of any officer.
- (b) The Directors may at any time abolish any position.

SEAL AND EXECUTING DOCUMENTS

52 Seal and its use

- (a) The Company may, but need not have a Seal.
- (b) If the Company has a common seal, the Seal shall be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the Seal. Every document to which the Seal is affixed shall be signed by:
 - (i) two (2) Directors; or
 - (ii) as otherwise required by the Law.
- (c) This clause 52 does not limit the other ways in which the Company may execute a document.

INSPECTION OF RECORDS, ACCOUNTS AND AUDIT

53 Inspection of records

- (a) The Directors have the power to authorise a National Federation Member to inspect books of the Company (to the extent, at the time and places and under the conditions the Directors consider appropriate).
- (b) A Member does not have the right to inspect any document of the Company in their capacity as a Member except as provided by the Law or authorised by the Directors pursuant to clause 53(a).

54 Accounts and Reporting to Members

The Directors shall:

- (a) cause proper accounts and other records to be kept and audited;
- (b) send copies of the financial report, directors' reports and auditor's report to the Members in accordance with the requirements set out in the Law;
- (c) cause to be laid before each Congress or Annual General Meeting the financial report, the Directors' report and the auditor's report for the

last financial year that ended before the Congress or Annual General Meeting;

- (d) cause the Company to report to FIE in accordance with FIE's requirements.

55 Financial year

- (a) The financial year of the Company shall be determined by the Directors in accordance with the requirements of the Law.

NOTICES

56 Notices generally

- (a) Any Member who has not left at or sent to the registered office a place of address, facsimile number or an electronic mail address (for registration in the Register) at or to which all notices and documents of the Company may be served or sent shall not be entitled to receive any notice.

- (b) A notice may be given by the Company to any Member by:

- (i) serving it on the Member personally;

- (ii) sending it by post to the Member or leaving it at the Member's address as shown in the register or the address supplied by the Member to the Company for the giving of notices;

- (iii) facsimile to the facsimile number supplied by the Member to the Company for the giving of notices; or

- (iv) transmitting it electronically to the electronic mail address given by the Member to the Company for the giving of notices.

- (c) Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected seven (7) days after the notice was posted.

- (d) Where a notice is sent by facsimile or electronic transmission, service of the notice shall be taken to be effected by properly addressing and sending or transmitting the notice and service is deemed effected on the business day after it is sent.

57 Notices of general meeting

- (a) Notice of every general meeting shall be given in the manner authorised by clause 56 to:

- (i) every National Federation Member, every Life Member and to each Director; and

- (ii) any other person entitled to receive such notice under this Constitution or by operation of the Law.

- (b) Except as required by the Law, no other person is entitled to receive notice of general meetings.

INDEMNITY

58 Indemnity and insurance

- (a) To the extent permitted by law and without limiting the powers of the Company, the Company must indemnify each person who is, or has been, a Director or Secretary or officer of the Company against any liability which results from facts or circumstances relating to the person serving or having served in that capacity in relation to the Company:
- (i) which does not arise out of conduct involving a lack of good faith or conduct known to the person to be wrongful; and
 - (ii) for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted, or in connection with any application in relation to such proceedings in which the court grants relief to the person under the Law.
- (b) The Company need not indemnify a person as provided for in clause 58(a) in respect of a liability to the extent that the person is entitled to the benefit of an indemnity in respect of that liability under a contract of insurance.
- (c) To the extent permitted by law and without limiting the powers of the Company, the Directors may authorise the Company to, and the Company may enter into any:
- (i) documentary indemnity in favour of; or
 - (ii) insurance policy for the benefit of,
- a person who is, or has been, a Director, Secretary, employee or other officer of the Company.
- (d) The benefit of each indemnity given in clause 58(a) continues, even after its terms or the terms of this paragraph are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

59 Amendments et cetera to the Constitution

Subject to clause 59(b), this Constitution may only be amended, modified, repealed or replaced by a Special Resolution passed by the Company at a Congress or general meeting.

Appendix A

Schedule of Members at the Date of Adoption of this Constitution

NATIONAL FEDERATION MEMBERS

NATION	ZONE	NAME	ADDRESS	Joined CFF	Joined CFF Ltd
Australia	Oceania	Australian Fencing Federation Ltd	P.O. Box 205, Prahran, VIC 3181, AUSTRALIA	1974	2018
Bahamas	Caribbean	Fencing Federation of The Bahamas	P.O. Box SP 61267, Nassau, THE BAHAMAS	2006	2018
Bangladesh	Asia	Bangladesh Fencing Association	Apartment # A5, House # 17, Road # 22, Block # K, Banani, Dhaka # 1213, BANGLADESH	2007	2018
Barbados	Caribbean	Barbados Fencing Federation	c/- Barbados Olympic Association, Garfield Sobers Complex, Wildey, St. Michael, BARBADOS	2004	2018
Belize	America	Belize Fencing Association	PO Box 544, 1 King Street, Belize City, BELIZE	2014	2018
Bermuda	Caribbean	Bermuda Fencing Federation	05 Mount Hill Road, St David's, DD01, BERMUDA	2013	2018
Botswana	Africa	Botswana Amateur Fencing Society	P.O.Box 1404, Gaborone, BOTSWANA	2008	2018
Brunei Darussalam	Asia	Brunei Darussalam Fencing Federation	Stadium Negara Hassanal Bolkiah, Bandar Seri Begawan, Negara Brunei Darussalam, Brunei Muara BB 4313, BRUNEI	2004	2018
Cameroon	Africa	Federation Camerounaise d'Esime	B.P. 20 277 Yaounde, CAMEROON	2012	2018
Canada	America	Canadian Fencing Federation	10 Masterson Drive, St. Catharines ON, L2T 3P1, CANADA	1974	2018
Cyprus	Europe	Federation d'Esime de Chypre	P.O. Box 54212, 3722 Limassol, CYPRUS	2004	2018
Dominica	Caribbean	Dominica Fencing Association	c/- Dominica Olympic Committee, 40 Hilbourought Street, P.O Box 138, Roseau,	2013	2018

NATION	ZONE	NAME	ADDRESS	Joined CFF	Joined CFF Ltd
			DOMINICA		
England	Europe	England Fencing Ltd	7 Wellington Square, Hastings, East Sussex, TN34 1PD, UNITED KINGDOM	1974	2018
Ghana	Africa	Ghana Fencing Association	Husna House, Tuba-Koklobete, Kasoa Road, P.O. BOX AD 618, Adabraka, Accra, GHANA	2013	2018
Gibraltar	Europe	Gibraltar Fencing Association	23/25 Willis's Passage, GIBRALTAR, GX11 1AA	2018	2018
Guyana	America	Guyana Fencing Federation	39-40 Friendship, East Bank Demerara, Georgetown, GUYANA	2013	2018
Guernsey	Europe	Guernsey Union d'Escrime LBG	Castellane, Les Abreuveurs, St Sampson, GUERNSEY, GY1 4XB	1974	2018
India	Asia	Fencing Association of India	Flat No. 52, Second Floor, J Block, Gate No. 2, Saket, New Delhi 110001, INDIA	1994	2018
Isle of Man	Europe	Isle of Man Fencing Association	30 Cronkbourne Road, Douglas, ISLE OF MAN, IM2 3LB	1974	2018
Jamaica	Caribbean	Jamaican Fencing Federation	78 Lady Musgrave Rd, APT B2, Kingston 10, JAMAICA	2013	2018
Jersey	Europe	Jersey Fencing	c/- Alastair Christie, Grace Cottage, La Ville de L'Eglise, St.Ouen, JERSEY, JE3 2LR, Channel Islands.	1974	2018
Malaysia	Asia	Malaysian Fencing Federation	20, Jalan SS3/39, Petaling Jaya, 47300, Selangor, MALAYSIA	1994	2018
Malta	Europe	National Fencing Association - Malta	27, Petal, Triq Agnese Schembri, Ta'Paris, B'Kara, MALTA, BKR 4071	2004	2018
Mauritius	Africa	The Fencing Federation	c/- Arvind Oodit, Comlon Rd, Nouvelle France, MAURITIUS	2013	2018

NATION	ZONE	NAME	ADDRESS	Joined CFF	Joined CFF Ltd
Namibia	Africa	The Namibia Fencing Federation	P.O. Box 9227, Eros, Windhoek, NAMIBIA	2008	2018
Nepal	Asia	Nepal Fencing Association	P.O. Box 1883, Thamel, Ward 29, Kathmandu, NEPAL	2011	2018
New Zealand	Oceania	Fencing New Zealand	60 Porterfield Road, Whitford, Auckland 2571, NEW ZEALAND	1974	2018
Nigeria	Africa	Fencing Federation of Nigeria	27 Oladimeji Alo Street, Lekki 1, Lagos, NIGERIA	2006	2018
Northern Ireland	Europe	Northern Ireland Fencing Ltd	40 Main St, Craigavon, County Armagh, NORTHERN IRELAND BT67 0LQ	1974	2018
Rwanda	Africa	Rwanda Fencing Federation	PO Box 7396, Amahoro National Stadium, Kigali, RWANDA	2013	2018
Samoa	Oceania	Samoa Fencing Association	P.O. Box 214, Apia, SAMOA	2013	2018
Scotland	Europe	Scottish Fencing Ltd	Caledonia House, 1 Redheughs Rigg, Edinburgh, UNITED KINGDOM, EH12 9DQ	1974	2018
Sierra Leone	Africa	Sierra Leone Escrime Association	c/- National Olympic Committee of Sierra Leone, 25 Howe Street , FreeTown. SIERRA LEONE	2006	2018
Singapore	Asia	Fencing Singapore	3 Stadium Drive, NSA Office, SINGAPORE 397630	1990	2018
South Africa	Africa	Fencing Federation of South Africa	19 Elephant Road, Monument Park, Pretoria, SOUTH AFRICA, 0181	1994	2018
Sri Lanka	Asia	National Ass. of Fencing Sri Lanka	c/- MAS Intimates (Pvt) Ltd., 7th Lane, off Borupana Road, Kandawalawatte, Kandawala, Ratmalana, SRI LANKA	2006	2018
Wales	Europe	Welsh Fencing	Welsh Fencing, Sport Wales National Centre, Sophia Gardens, Cardiff	1974	2018

NATION	ZONE	NAME	ADDRESS	Joined CFF	Joined CFF Ltd
			CF11 9SW, WALES		

LIFE MEMBERS: NONE

Appendix B

Rules Governing Elections

Part A

BALLOT PAPERS IN CFF (FENCING FEDERATION) LTD ELECTIONS

Note: The capitalised terms used in this Part A of Appendix B are ascribed the same meanings as given to those terms in clause 1 of the Constitution of the Company unless expressly stated to the contrary.

Informal Ballot Papers

1 The following rules shall apply in the conduct of any election provided for pursuant to the Constitution of the Company or otherwise conducted by the Company:

- (a) Subject to the provisions of Rule 2 below, a ballot paper shall be informal if:
 - (i) it is not authenticated by the initials of the presiding Returning Officer.
 - (ii) it is not an original ballot paper.
 - (iii) (in the case of a first-past-the-post or affirmative / negative election) if the voter makes any mark or obliteration on the ballot paper other than indicating his preferred candidate or his affirmative or negative vote in respect of each candidate.
 - (iv) (in the case of a first-past-the-post election) It has no vote indicated on it, or does not indicate the voter's first preference for one candidate and no preference for all the remaining candidates, provided that:
 - (v) It has upon it any mark, obliteration or writing by which, in the opinion of the Returning Officer, the voter can be identified.

Returning Officer Amendment to Ballot Paper Not to Render Ballot Paper Informal

2 Any mark or obliteration on the face of a ballot paper, which is made and appropriately initialled by the Returning Officer for the purpose of denoting which candidates, whose names are listed on the ballot paper, are properly entitled to stand for election to the office that the named person is listed as a candidate for, shall be deemed to be a valid amendment to the ballot paper which shall not render the ballot paper informal for the purposes of Rule 1 above.

Part B

Voting Rules

First Past the Post Elections

Votes shall be conducted pursuant to the direction of the President and the Returning Officer, subject to the following requirements:

1 Where the names of more than one candidate are listed on a ballot paper, the person casting a vote shall mark the ballot paper to indicate his preferred candidate by placing a "1", "yes" or "X" or similar mark in the box adjacent to the name of the preferred candidate.

- 2 The person casting a vote shall not otherwise mark the ballot paper so as to indicate any preference for any other candidate.
- 3 In any election, the candidate polling the highest number of votes cast in accordance with rule 1 of this Part B, Appendix B shall be declared elected to the position in respect of which the vote was cast.
- 4 If two or more candidates tie with the highest number of votes, the remaining candidates shall be discarded, and the vote conducted for a second time comprising just those candidates which tied for the highest number of votes.
- 5 If the result of the election conducted for the second time results in the same candidates again being tied on the same number of votes, the candidates shall draw straws for the purpose of determining which candidate is declared elected to the position in respect of which the election was conducted; HOWEVER if a smaller number of candidates ties with the highest number of votes (.e. if for example three candidates tied in the first ballot, but only two candidates in the second ballot), the election shall be conducted again, with only those candidates standing as candidates in that re-run of the election.
- 6 All ballot papers should be held by the Secretary for a period of thirty (30) days and then destroyed.

Life Membership Elections

An election in respect of candidates for Life Membership shall be conducted in a manner which is consistent with the provisions of clause 13 of the Constitution.

Appendix C

Notice of Proxy

To: The Secretary
CFF (Fencing Federation) Limited
[address]
[address]
[address]

[NAME OF MEMBER] hereby appoints [NAME OF PROXY] of [ADDRESS OF PROXY] as proxy to vote on [NAME OF MEMBER]'s behalf at the meeting of CFF (Fencing Federation) Limited to be held on [DATE OF MEETING] and any adjournment thereof.

CFF (Fencing Federation) Limited Constitution – Clause 26

	RESOLUTION IN NOTICE OF MEETING	HOW PROXY IS TO VOTE
1		
2		
3		
4		
5		

Signed:

Dated: