



**Australian Deaf Sports Federation
(Trading as Deaf Sports Australia)**

ARTICLES OF ASSOCIATION

**A COMPANY LIMITED BY
GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

PRELIMINARY INTERPRETATION

1. In these Articles of Association unless there is something in the subject or context inconsistent therewith:
 - 1.1 "Act" means the Companies Act 1961 and any statutory modification thereof and any statutory provisions substituted therefor.
 - 1.2 "Articles" means the Articles of Association for the time being of the Federation.
 - 1.3 "The Board" means the Board of Directors for the time being of the Federation.
 - 1.4 "Federation" means the Australian Deaf Sports Federation Limited.
 - 1.5 "Member" means such persons who are approved for membership by the Federation in accordance with Article 3 hereof.
 - 1.6 "Sporting Association" or "Deaf Sporting Association" means:
 - 1.6.1 any club committee or association whether incorporated or not of and for the deaf recognised by the Federation as the principal deaf sporting/recreational body in the Australian State or Territory in which it is active;
 - 1.6.2 any Deaf Sporting Association whether incorporated or not which has in each and every of at least three (3) Australian States or Territories an affiliated group or club which is recognised by, or otherwise affiliated with, such association State or Territory in which it is active as defined in sub-clause (i);
 - 1.6.3 any groups or clubs of and for the deaf, whether unincorporated or not, which are associated or affiliated with a Deaf Sporting Association.
 - 1.7 "Representative" means any person admitted to membership and who remains a member of a Sporting Association and acts as a representative of that Sporting Association.
 - 1.8 "In writing" or "written" include printing lithography and other modes of reproducing or representing words in a visible form.
 - 1.9 Words importing the singular number include the plural number and vice versa.
 - 1.10 Words importing the feminine include the masculine and neuter genders and vice versa.

- 1.11 Words importing persons include companies corporation public bodies and organisations.
2. The number of members with which the Federation proposes to be registered is 50 but the Federation may from time to time register an increase of members.

3. MEMBERSHIP

The Federation shall consist of the following members:-

3.1 CORPORATE MEMBERS

3.1.1 The subscribers to the Memorandum of Association;

3.1.2 such representatives who:-

- (i) lodge a written application in a Form to be approved by the Board;
- (ii) lodge a copy of the constitution of the Sporting Association with the representative represents; and
- (iii) are accepted by the Federation at a duly constituted meeting by a majority vote of the members of the Federation present at such a meeting.

Such Deaf Sporting Associations which are incorporated whether as companies incorporated associations or otherwise pursuant to the laws of the State of Victoria.

3.2 INDIVIDUAL MEMBERS

3.2.1 Any person who is accepted as a member of the Federation.

3.3 LIFE MEMBERS

3.3.1 Life membership may be awarded to a person who has given 10 years or more of commendable, dedicated and meritorious service to the Federation or its predecessor.

3.3.2 Nomination for life membership must be proposed and seconded by current members, in writing, and submitted to the Board of Directors, who shall check the submission and, if in order, shall refer it to the Annual General Meeting for approval.

3.3.3 A suitable plaque and certificate shall be presented to each Life Member.

- 3.3.4 A Life Member who ceases to represent a deaf sporting association or retires from the position of director shall continue to be recognised as a Life Member and may attend meetings of the Federation but shall have no voting rights.

4. EACH INCORPORATED DEAF SPORTING ASSOCIATION:-

- 4.1 shall register in writing with the Federation the name of a person who may act as its representative at all meetings of the Federation.
- 4.2 may at any time by notice in writing cancel the appointment of its representative and register another in its place.
- 4.3 shall in the event that its current representative is elected to the Board of Directors, appoint another in his place to ensure compliance with article 30(e).
5. There shall be a Register of members to be kept by the Administrator of the Federation which shall contain, in addition to such particulars as are required to be entered thereon under the Companies Act, such other particulars as the Board from time to time prescribe.

6. SUBSCRIPTIONS

- 6.1 The Board shall from time to time determine the various entrance fees annual subscriptions and other fees and charges for membership and the mode of payment thereof and all matters pertaining thereto.
- 6.2 The following members shall be exempt from payments required pursuant to sub-clause (a):-
 - 6.2.1 Directors - appointed or elected to the Board;
 - 6.2.2 Life Members who have retired from the Board or who no longer represent any deaf sports association;
 - 6.2.3 Such members or class of members as the Board may, from time to time, in its absolute discretion decide.

7. CESSATION OF MEMBERSHIP

Any member may resign from the Federation by giving one month's notice in writing to the Administrator of the Federation subject to the payment of any subscription moneys which have fallen due for payment for such member prior to the date of such resignation.

8. In the event that:-
 - 8.1 a Director retires or does not seek re-election, or
 - 8.2 a representative of a sporting association retires from such sporting association;

he shall give notice in writing no later than 14 days of such occurrence to the Administrator.
9. If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Federation or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interest of the Federation then the Board shall have the power to reprimand fine up to the sum of \$250.00 or to expel the member from the Federation, provided that at least one week before the meeting of the Board at which a resolution for a reprimand fine or expulsion is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution for his reprimand fine or expulsion and that he shall at such meeting and before the passing of such resolution have had an opportunity to give orally or in writing any explanation or defence he may think fit and provided further that any such member may by notice in writing lodge with the Administrator at least 24 hours before the time for holding

the meeting at which the resolution for his reprimand fine or expulsion is to be considered by the Board elect to have the question of his reprimand fine or expulsion dealt with by the Federation in General Meeting and in that event an extraordinary General Meeting of the Federation shall be called for that purpose and if at the Meeting a resolution for the reprimand fine or expulsion of the member be passed by a majority of two thirds of those present including those present by proxy and voting (such note to be taken by ballot) the member shall be reprimanded fined or expelled as the case may be.

10. MEETINGS OF THE FEDERATION

An annual General Meeting of the Federation shall be held in every year between the 1st day of July and the 31st day of December on such a day and hour as the Board may determine. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.

11. Extraordinary General Meetings may be convened at any time by the President under direction of the Board and shall also be convened upon requisition as provided by the Act.
12. General Meeting (including the Annual General Meetings) shall be open to observers with the approval of a majority of members present at such meetings.

13. NOTICE OF GENERAL MEETING

Subject to the provisions of the Act relating to special resolutions one month's notice at least (exclusive of the day on which the notice is served or deemed to be served by inclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given of all General Meetings. Such notice shall be given in writing or in such other manner as may be prescribed by the Federation in a General Meeting but with the consent of all the members entitled to receive notice of some particular meeting that meeting may be convened by such shorter notice and in the manner as those members may think fit.

14. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meeting.

15. PROCEEDINGS AT GENERAL MEETINGS

No business shall be transacted at any General Meeting unless a quorum of representatives is present at the time when the meeting proceeds to business. Save as herein otherwise provided a quorum shall be over fifty percent of representatives who shall be present or by proxy.

16. If within thirty minutes from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, the representatives present (not being less than seven (7) in number) shall be a quorum.
17. The President (if any) of the Federation shall preside as Chairman at every General Meeting but if there is no such Chairman, or if at any Meeting he shall not be present within thirty (30) minutes after the time appointed for holding the same or shall be unwilling to preside, the representatives present in person or by proxy shall choose by simple majority a representative who shall be present to preside.
18. With the consent of any meeting at which a quorum is present the Chairman may, (and he shall if so directed by the Meeting), adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for fourteen days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting.
19. A resolution shall be carried if it is carried by a two thirds majority of representatives present or voting by proxy.
20.
 - (a) At all General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands of the members entitled to vote whether present in person or by proxy and every member shall be entitled to one vote.
 - (b) Before or upon the declaration of the result of the show of hands a poll may be demanded by the Chairman or by at least six (6) representatives present in person or by proxy entitled to vote.
 - (c) A declaration by the Chairman of the meeting that the resolution has on a show of hands been carried, or has been carried unanimously or by a particular majority shall be conclusive and an entry to that effect in the minute book of the Federation shall be conclusive evidence thereof without proof of the

number of proportion of the votes recorded in favour of or against the resolution. A demand for a poll may be withdrawn.

21. In the event that a poll is demanded in the manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. A poll demanded upon election of a Chairman of a meeting or on any question of adjournment shall be taken forthwith.
23. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been determined.
24.
 - (a) The instrument appointing a proxy or representative shall be in writing.
 - (b) A person who is not a member of the Federation may be appointed as a proxy.
 - (c) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
 - (d) The instrument appointing such proxy shall be deposited at or be received at the office of the Federation at least 24 hours prior to any aforesaid meetings.

25. Any instruments appointing a proxy shall be in the following form or as near thereto as circumstances will admit.

AUSTRALIAN DEAF SPORTS FEDERATION LIMITED

I/We

being a member of the AUSTRALIAN DEAF SPORTS FEDERATION LIMITED HEREBY APPOINT

of

and failing him/her

of

to vote for me at the Annual/Extraordinary General Meeting of AUSTRALIAN DEAF SPORTS FEDERATION LIMITED to be held on the day of 20 and at any adjournment thereof.

DATED this day of 20 .

Witness:

Address of Witness:

26. No member shall be entitled to vote at any General Meeting unless he has complied with these articles and all moneys presently payable by him to the Federation have been paid.
27. A vote given in accordance with the terms of a power of attorney or an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the power of attorney or proxy, provided that no intimation in writing of the death or revocation shall have been received at the registered office of the Federation before the commencement of the meeting or adjourn meeting at which the power of attorney or instrument of proxy is to be used.

28. BOARD OF DIRECTORS

28.1 The fulfilment and carrying out of the objects for which the Federation is established and the control and management of the property and affairs of the Federation shall be vested in the members of the Federation in General Meeting.

28.2 The Federation may delegate its control direction and management to the Board of Directors.

28.3 The Board shall consist of a President, two Vice-Presidents and two Directors.

29. The members of the Federation shall at the first Annual General Meeting elect from among the members of the Federation the members of the Board who shall hold office until the next Annual General Meeting.

30. PROVISIONS

- 30.1 The following provisions shall apply to all the members of the Board:-
- 30.1.1 Unless otherwise decided at a general meeting by the Federation, in accordance with article 30(d) the Board shall comprise five (5) Directors.
 - 30.1.2 At each Annual General Meeting at least one of the Directors shall, at the absolute discretion of the Board, retire.
 - 30.1.3 No Directors shall remain on the Board for more than three (3) years without retiring.
 - 30.1.4 Each retiring Director of the Board shall be eligible for re-election.
- 30.2 Nominations for the elections to a vacancy on the Board shall be in writing signed by a nominee and shall be delivered to the Administrator not less than seven days prior to the Annual General Meeting save that if at the Annual General Meeting there are not sufficient prior nominations for vacancies to the Board the Chairman may call for nominations from the floor.
- 30.3 If the number of candidates duly nominated as hereinbefore appearing does not exceed the number who are to be elected, the candidates nominated shall be declared duly elected; but if the number of candidates nominated exceeds the number who may be elected, a secret ballot for election shall be taken at a time and place specified by the Chairman.
- 30.4 The Federation may from time to time at a General Meeting increase or reduce the number of members of the Board.
- 30.5 A representative of a sporting association shall upon election or appointment as a Director to the Board discontinue to represent the sporting association previously represented by him within 60 days of such appointment as Director of the Board.
31. The Board may from time to time and at any time appoint any member of the Federation to fill a casual vacancy on the Board. Any member so appointed to fill a vacancy on the Board shall hold office only until the next Annual General Meeting and shall then be eligible for re-election.
32. The Office of a member of the Board (including the office of President) shall be vacated:
- 32.1 If he becomes bankrupt or makes any arrangement or composition with his creditors generally;

- 32.2 If he be found lunatic or becomes of unsound mind or an infirm person under the relevant legislation of the State of Victoria;
- 32.3 If he resigns his office by notice in writing;
- 32.4 If he absents himself from the meetings of the Board without leave for three consecutive meetings and the other members of the Board resolve that his office be vacated;
- 32.5 If he is removed by Resolution in accordance with the Act;
- 32.6 If he ceases to be a member of the Federation.

33. PROCEEDINGS OF THE BOARD

The Board shall meet for the despatch of business adjourn and otherwise regulate its meeting as it thinks fit.

Three members of the Board shall be a quorum.

- 34. Each member of the Board shall have one vote. Questions arising at any meeting shall be decided by a majority of votes.
- 35. The Board shall meet at least once every year and notice of each meeting shall be given to each member of the Board in writing at least seven days prior to each meeting, and such notice shall specify the time and place of the meeting.
- 36. An extraordinary meeting of the Board may be held at the direction of the President or on the requisition by any two members of the Board. The President or such members shall cause to be given not less than seven (7) days notice of any such extraordinary meeting, state the purpose of the meeting. No other business than that for which notice has been given shall be discussed at the extraordinary meeting.
- 37. The President shall act as Chairman at all meetings of the Board at which he shall be present but if at any meeting the President be not present within fifteen minutes after the time appointed for holding a meeting the members shall choose a Vice-President to be Chairman of the meeting.
- 38. A meeting of the Board at which a quorum is present shall be competent to exercise all the powers of the Federation that are not by the Act or by these articles required to be exercised by the Federation in General Meeting; without limiting the generality of the foregoing the Board shall have power to inter alia:
 - 38.1 Pay the costs charges and expenses preliminary and incidental to the formation promotion establishment and registration of the Federation:

- 38.2 Accept on behalf of the Federation any contribution gift bequest or devise for the general purpose or for any special purposes of the Federation;
 - 38.3 Determine any matters referred to it by members;
 - 38.4 Procure the Federation to be registered or incorporated or recognised in any State of Australia or elsewhere;
 - 38.5 Enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts deeds and things in the name and on behalf of the Federation as they may think expedient for or in relation to any of the matters aforesaid or any of the purposes or for carrying out the objects of the Federation;
 - 38.6 To publish or authorise publication of any article or printed matter on behalf of the Federation;
 - 38.7 To appoint any delegate or delegates to represent the Federation for any purpose with such powers as may be thought fit;
 - 38.8 To purchase or otherwise acquire for the Federation any property rights or privileges which the Federation is authorised to acquire at such price and generally on such terms and conditions as may be thought fit;
 - 38.9 To institute conduct defend compound or abandon any legal proceedings by or against the Federation or its officers or otherwise concerning the affairs of the Federation and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Federation and to refer any claims or demands by or against the Federation to arbitration and to observe and perform any award;
 - 38.10 To determine from time to time who other than members of the Board may attend meeting of the Board as consultants or otherwise and to prescribe conditions relating to such attendance;
 - 38.11 From time to time and at any time by power of attorney under the common seal of the Federation appoint any person to be the attorney of the Federation for such purposes and which such powers and authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as the Board may from time to time think fit. Any such delegate or attorney as aforesaid may be authorised by the Board to sub-delegate all or any of the powers authorities and discretions for the time being vested in him.
39. The Board may delegate any of their powers to Committees consisting of such one or more members of the Board as they think fit and any Committee so formed shall in the

execution of the powers so delegated conform to any of the regulations imposed on it by the Board. The meeting and proceedings of any such Committee shall be governed by the provisions of these precedents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid. All acts bona fide done by any meeting of the Board or any Committee appointed by the Board or by any person acting as a member of the Board or as a member of any such Committee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member of the Board or a member of such Committee (as the case may be).

40. The Board shall cause proper minutes to be made of the proceedings at all meetings of the Federation and of the Board and of Committee appointed by the Board and all business transacted at such meetings and any such minutes of any meeting if purporting to be signed by the Chairman of the next succeeding meeting shall until the contrary is proved to be deemed to be conclusive evidence of the facts therein stated.

41. INTEREST

Interest at such rate as is prescribed from time to time by the Board may be paid by the Federation on money borrowed from any member of the Federation.

42. COMMON SEAL

The Seal of the Federation shall be under control of the Board who shall provide for its safe custody.

The Seal shall not be affixed to any document except by the authority of a Resolution of the Board and in the presence of at least two members of the Board and those two members of the Board shall sign every document to which the Seal of the Federation is so affixed in their presence.

43. Cheques on the Federation's Bankers until otherwise from time to time resolved by the Board shall be signed by any two of the members of the Board.
44. A notice may be served by the Federation upon any member either personally or by sending it through the post to such member at his place of address as appears in the Register of Members of the Federation and such notice shall be deemed to have been duly served upon such member on the day following the day on which the envelope or wrapper containing same was posted. The non-receipt of a notice or the accidental omission to give notice to any of the members of any General Meeting of the

Federation or meeting of the Board or Committee shall not invalidate any proceedings at such meeting.

45. AUDIT

Once at least in every year the accounts of the Federation shall be examined and a duly audited income and expenditure account and balance sheet shall be placed before the members at the Annual General Meeting.

46. Auditors shall be appointed and their duties regulated in accordance with the Act.

47. INDEMNITY

Every member of the Board and its agent, auditor, and other officers for the time being of the Federation shall be indemnified out of the assets of the Federation against any liability incurred by any of them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court in respect of any negligence default breach of duty or breach of trust.

48. BY-LAWS AND REGULATIONS

The Board shall have power from time to time any time to make alter vary or repeal all such by-laws and regulations not being inconsistent with the provisions of these Articles as it may deem necessary or expedient or convenient for the proper conduct management and administration for the affairs of the Federation.