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# AOC Constitution

4 May 2019

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## CONTENTS

1. NAME .....	2
2. DEFINITIONS.....	2
3. INTERPRETATION .....	5
4. FUNDAMENTAL PRINCIPLES OF OLYMPISM (adopted by the IOC and codified in the Olympic Charter).....	5
5. HUMAN RIGHTS SECURED.....	6
6. OBJECTS.....	6
7. MEMBERSHIP .....	8
8. PATRONS.....	10
9. ATHLETES' COMMISSION .....	10
10. STATE ORGANISATIONS.....	14
11. POWERS .....	15
12. GENERAL MEETINGS.....	15
13. VOTING.....	17
14. PROXIES .....	18
15. TECHNOLOGY .....	18
16.-21. THE EXECUTIVE.....	18
22. POWER OF EXECUTIVE.....	23
23. OFFICE BEARERS .....	23
24. CASUAL VACANCIES.....	24
25. PRESIDENT .....	24
26. TWO VICE-PRESIDENTS .....	25
27. CHIEF EXECUTIVE OFFICER.....	25
28. SECRETARY.....	25
29. COMMISSIONS & COMMITTEES.....	26
30. REGISTER OF MEMBERS.....	26
31. ORDER OF MERIT .....	27
32. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS AND INDIVIDUALS .....	27
33. GRIEVANCE PROCEDURE .....	29
34. AMENDMENT TO THE CONSTITUTION.....	30
35. FUNDS .....	30
36. FINANCE .....	30
37. SEAL.....	31
38. NOTICE.....	32
39. WINDING UP OR CANCELLATION.....	32

**CONSTITUTION OF THE  
AUSTRALIAN OLYMPIC COMMITTEE INCORPORATED  
ABN 33 052 258 241 | Registered No. A0004778J**

**1. NAME**

Under the terms of the Olympic Charter in accordance with the provisions of the Associations Incorporation Act 1981, a non-profit association called the "Australian Olympic Committee Incorporated" will hereby be constituted.

**2. DEFINITIONS**

2.1 Unless the contrary intention appears from the context:

"Absolute majority"	of the Executive, means a majority of the Executive members currently holding office and entitled to vote at the time (as distinct from a majority of Executive members present at an Executive meeting).
"Act"	means the Associations Incorporation Reform Act 2012 of the State of Victoria and regulations
"ANOC"	means the Association of National Olympic Committees recognised by the IOC.
"Athletes' Rights and Responsibilities Declaration"	means the Athletes' Rights and Responsibilities Declaration adopted by the IOC on proposal of the IOC Athletes' Commission as amended from time to time.
"Body"	means an organisation admitted to membership of the Committee under clause 7 of the Constitution and the Athletes' Commission.
"CAS"	means the Court of Arbitration for Sport.
"Committee"	means the Australian Olympic Committee Incorporated, being the National Olympic Committee recognised by the IOC pursuant to the Olympic Charter.
"Constitution"	means this Constitution of the Australian Olympic Committee Incorporated.
"Delegate"	means (a) a person duly elected or appointed by a Body; (b) in the case of the Athletes' Commission, its Chair and Deputy Chair

(c) in the case of the Olympians' Clubs, the person appointed by the Olympians' Club of Australia.

"Electronic Mail"	means facsimile or other means of electronic transmission of data approved from time to time by the Executive.
"Executive"	means the Executive elected in accordance with the Constitution.
"Financial Statements"	means the Statement of Financial Performance, Statement of Financial Position, Statement of Cash Flows and the Notes thereto.
"IOC"	means the International Olympic Committee.
"Independent Auditor"	means an auditor appointed by the Committee and who is eligible to be so appointed pursuant to the Act.
"International Federation"	means an international non-governmental organisation recognised as an international federation by the IOC pursuant to the Olympic Charter.
"Mail"	means post or electronic mail.
"Member"	means a Body, IOC members, if any, who are citizens of Australia, the members of the Executive (including the Chief Executive Officer) and Life Members.
"Member of an Australian Team"	means a competitor, team official or other team personnel recognised by the Committee as a person associated with Australia's participation in the Olympic Games, Olympic Winter Games, Youth Olympic Games, Youth Olympic Winter Games and Regional Games.
"National Federation"	means an Australian organisation affiliated to an International Federation governing a sport included in the sports programme of the next Olympic Games or the next Olympic Winter Games.
"Notice"	means a notice, agenda or other document given to any Member under this Constitution.
"Olympic Charter"	means the codification of the Fundamental Principles of Olympism, Rules and By-Laws adopted by the IOC, as amended from time to time. It governs the organisation and operation of the Olympic Movement and sets forth the conditions for the celebration of the Olympic Games and the Olympic Winter Games.
"Olympic Games"	means the Olympic Games of an Olympiad convened by the IOC.
"Olympic Winter Games"	means the Olympic Winter Games convened by the IOC.

“Olympian”	means any athlete who attended as an Olympic Team member for any Olympic Games or Winter Olympic Games of the National Olympic Committee of any country affiliated to the IOC since the inception of the modern Olympic Games.
“Olympians’ Clubs”	means State or Territory organisations interested in and associated with Olympians and the Olympic Movement and recognised as such by the Executive.
“Olympians’ Club of Australia”	means the group constituted by one representative of each of the Olympians’ Clubs and any Australian citizen who is on the Board of the World Olympians Association whether elected or appointed to such a position.
“ONOC”	means the Oceania National Olympic Committees recognised by the IOC.
“Recognised Organisation”	means an Australian organisation affiliated to an International Federation governing a sport not included in the sports programme of the next Olympic Games or the next Olympic Winter Games.
“Regional Games”	means regional, continental or world multi-sports competitions patronised by the IOC.
“Secretary”	means a person resident in Australia appointed by the Executive to be the Secretary of the Committee in accordance with Section 72 of the Act.
“Special majority”	means a majority of not less than three-fourths of the members voting at a general meeting.
“State Organisations”	means State and Territory organisations namely: the Australian Capital Territory Olympic Council Incorporated; the New South Wales Olympic Council Incorporated; the Queensland Olympic Council Limited, the South Australian Olympic Council Incorporated, the Tasmanian Olympic Council Incorporated the Victorian Olympic Council Incorporated, and the Western Australian Olympic Council Incorporated.
“Voting person”	means a person entitled to vote at a general meeting of the Committee in accordance with clause 13.1 of the Constitution.

2.2 Words of the plural number include the singular and vice versa.

2.3 Words of the masculine sex include the feminine and vice versa. S/he means she or he, as applicable.

Where reference is made to a specific rule or By-Law of the Olympic Charter, such reference is to the version of the Olympic Charter as in force from 2 August 2015. Such references shall be deemed to refer to any Rule or By-Law that replaces or modifies them in any subsequent version of the Olympic Charter.

### **3. INTERPRETATION**

- 3.1 Where this Constitution is inconsistent with a rule, regulation or directive of the IOC, the latter will prevail, and this Constitution, to the extent of the inconsistency, will be invalid.
- 3.2 This Constitution is taken to constitute the terms of a contract between the Committee and its members.
- 3.3 Where this Constitution does not make provision for a matter as required by section 47(2) of the Act, the Model Rules prescribed by the regulations and available on the Consumer Affairs Victoria website [consumer.vic.gov.au](http://consumer.vic.gov.au), to the extent that they make provision for that matter, are taken to be included in this Constitution.
- 3.4 Any dispute as to the meaning of this Constitution must be referred to the Executive for determination.
- 3.5 Should a Member be dissatisfied as to the determination of the Executive under clause 3.4, the Member concerned:
- (1) may appeal to the CAS within 14 days of receiving written notification of the decision and may not institute any other form of appeal nor maintain proceedings in any other court or tribunal;
  - (2) surrenders any right it may have to commence proceedings in a court in relation to any such dispute or to file any appeal, review or recourse to any state court or other judicial authority from any arbitral award, decision or ruling issued by the CAS. In particular, and without restricting the generality of the foregoing and for further and better assurance notwithstanding that such provisions have no applicability, the Member or other person concerned will have no right of appeal under section 34 and 34A of the Commercial Arbitration Act of any of the Australian States or to apply for the determination of a question of law under section 27J of such Act; and
  - (3) pursuant to Article 192 of the Federal Code of Private International Law of Switzerland, will have no right to appeal to the Swiss Federal Supreme Court or any other canton court from any arbitral award, decision or ruling issued by the CAS and waives fully any and all actions for annulment in respect of such award, decision or ruling.
- 3.6 Any appeal pursuant to clause 3.5 will be conducted pursuant to the Code of Sports-Related Arbitration. The CAS will rule on its jurisdiction. The award and decision of the CAS will be final.

### **4. FUNDAMENTAL PRINCIPLES OF OLYMPISM (ADOPTED BY THE IOC AND CODIFIED IN THE OLYMPIC CHARTER)**

1. Olympism is a philosophy of life, exalting and combining in a balanced whole the qualities of body, will and mind. Blending sport with culture and education, Olympism seeks to create a way of life based on the joy of effort, the educational value of good

example, social responsibility and respect for universal fundamental ethical principles.

2. The goal of Olympism is to place sport at the service of the harmonious development of humankind, with a view to promoting a peaceful society concerned with the preservation of human dignity.
3. The Olympic Movement is the concerted, organised, universal and permanent action, carried out under the supreme authority of the IOC, of all individuals and entities who are inspired by the values of Olympism. It covers the five continents. It reaches its peak with the bringing together of the world's athletes at the great sports festival, the Olympic Games. Its symbol is five interlaced rings.
4. The practice of sport is a human right. Every individual must have the possibility of practising sport, without discrimination of any kind and in the Olympic spirit, which requires mutual understanding with a spirit of friendship, solidarity and fair play.
5. Recognising that sport occurs within the framework of society, sports organisations within the Olympic Movement shall apply political neutrality. They shall have the rights and obligations of autonomy, which include freely establishing and controlling the rules of sport, determining the structure and governance of their organisations, enjoying the right of elections free from any outside influence and the responsibility for ensuring that principles of good governance be applied.
6. The enjoyment of the rights and freedoms set forth in this Olympic Charter shall be secured without discrimination of any kind, such as race, colour, sex, sexual orientation, language, religion, political or other opinion, national or social origin, property, birth or other status.
7. Belonging to the Olympic Movement requires compliance with the Olympic Charter and recognition by the IOC.

## **5. HUMAN RIGHTS SECURED**

The enjoyment of the rights and freedoms set forth in this Constitution shall be secured without discrimination of any kind, such as race, colour, sex, sexual orientation, language, religion, political or other opinion, national or social origin, property, birth or other status.

## **6. OBJECTS**

The objects of the Committee are:

- 6.1 to develop, promote and protect the principles of Olympism and the Olympic Movement in Australia in accordance with the Olympic Charter and all regulations and directives issued by the IOC;
- 6.2 to promote, raise awareness of and encourage participation in sport for benefits of health, longevity, fitness, skill, achievement, social interaction, wellbeing and other benefits of exercise for all individuals in Australia;
- 6.3 in support of the above objects, to effect its exclusive authority for the representation and participation by Australia at the Olympic Games, Olympic Winter Games, Youth

Olympic Games, Youth Olympic Winter Games and at Regional Games and do all matters incidental thereto, including the selection and discipline of all members of the teams to represent Australia at those Games. The Committee is obliged to participate in the Olympic Games and Olympic Winter Games by sending athletes;

- 6.4 to promote the fundamental principles and values of Olympism in Australia, in particular, in the fields of sport and education, by promoting Olympic sporting and health, educational programmes in all levels of schools, sports and physical education institutions and universities, as well as by encouraging the creation of institutions dedicated to Olympic education, such as National Olympic Academies, Olympic Museums and other programmes, including cultural, related to the Olympic Movement;
- 6.5 to ensure the observance of the Olympic Charter in Australia;
- 6.6 to recognise the heritage, culture and contribution of our nation's first people, and to give practical support to the issue of indigenous reconciliation through sport;
- 6.7 to encourage the development of sport for all for the health, wellbeing and other benefits to all individuals in Australia, and in support and encouragement of those objects, the development of high performance sport as the pinnacle of the benefits of sporting participation;
- 6.8 to take action against any form of discrimination and violence in sport;
- 6.9 to adopt and implement the World Anti-Doping Code;
- 6.10 to encourage and support measures relating to the medical care and health of athletes;
- 6.11 to protect clean athletes and the integrity of sport by being a leading advocate in the fight against doping in Australia, and by taking action against all forms of manipulation of competition and related corruption;
- 6.12 to exercise its exclusive authority to select and designate the city or cities which may apply to organise Olympic Games in Australia;
- 6.13 in order to fulfil these objects, the Committee may cooperate with governmental bodies. The Committee shall not associate itself with any activity which would be in contradiction with the Olympic Charter. The Committee may also cooperate with non-governmental bodies;
- 6.14 to protect its independence, maintain and promote its political neutrality, preserve its autonomy and the autonomy of sport and resist all pressures of any kind, including but not limited to political, legal, religious or economic pressures which may prevent the Committee from complying with the Olympic Charter;
- 6.15 to promote and respect the Athletes' Rights and Responsibilities Declaration;
- 6.16 the Committee has the right to:
  - (1) designate, identify or refer to itself as the Australian Olympic Committee (AOC) which designation or identification must be included or referred to in its name;



- (2) send competitors, team officials and other team personnel to the Olympic Games in compliance with the Olympic Charter;
- (3) benefit from the assistance of Olympic Solidarity;
- (4) use certain Olympic properties as authorised by the IOC and in compliance with the Olympic Charter;
- (5) take part in activities led or patronised by the IOC, including Regional Games;
- (6) belong to ANOC and ONOC;
- (7) formulate proposals to the IOC concerning the Olympic Charter and the Olympic Movement, including the organisation of the Olympic Games;
- (8) give its opinions concerning the candidatures for the organisation of the Olympic Games;
- (9) participate, on request from the IOC, in the activities of the IOC commissions;
- (10) collaborate in the preparation of Olympic Congresses;
- (11) exercise other rights as granted to the Committee by the Olympic Charter or by the IOC; and

6.17 to do all such other acts and things incidental to the attainment of these objectives.

## **7. MEMBERSHIP**

7.1 Membership of the Committee is:

- (1) the Executive (including the Chief Executive Officer);
- (2) the members of the IOC, if any, who are citizens of Australia;
- (3) the National Federations;
- (4) the State Organisations;
- (5) the Athletes' Commission in accordance with clause 9;
- (6) the Recognised Organisations admitted to membership in accordance with clause 7.3;
- (7) Life Members; and
- (8) the Olympians' Clubs

7.2 A National Federation will, subject to clause 32, be submitted and remain a member of the Committee upon it:

- (1) being and continuing to be affiliated to an International Federation governing a sport included in the programme of the next Olympic Games or the next Olympic Winter Games; and
- (2) exercising and continuing to exercise real and specific sports activity; and
- (3) and continuing to conduct its activities in compliance with this Constitution, the Olympic Charter and the rules of its International Federation;

providing that only one National Federation for each sport included in the programme of the next Olympic Games or the next Olympic Winter Games will be admitted to membership.

7.3 The Committee may, at an annual general meeting, approve by special majority the admission of a new member other than a National Federation, provided that should such new member be:

- (1) a State Organisation, then the Executive has first approved its constitution pursuant to clause 10.6 hereof and provided that only one State Organisation for each State and Territory of Australia will be admitted to membership;
- (2) a Recognised Organisation, then such admission may be for a specified period and provided that only one Recognised Organisation for each sport not included in the programme of the next Olympic Games or the next Olympic Winter Games will be admitted to membership.
- (3) an Olympians' Club, then such admission will be upon such terms and conditions as are determined by the Committee and which are not inconsistent with this Constitution and provided further that:
  - (a) only one Olympians' Club for each State and Territory of Australia will be admitted to membership;
  - (b) the Executive has approved its constitution and which cannot be amended without the prior approval of the Executive; and
  - (c) each Olympians' Club will not be entitled to appoint a delegate to the Committee but rather will be represented by a person appointed by the Olympians' Club of Australia under clause 12.1(8).

7.4

- (1) Life membership of the Committee may be conferred by the Executive upon a person who has served as an elected member of the Executive for at least thirteen (13) years, and who has rendered outstanding service to the Olympic Movement and sport.
- (2) Life members comprise:
  - (a) those upon whom Life membership has been conferred by the Executive as at the date of the resolution adopting this amended clause 7.4 was passed by a special majority ("Adoption Date"); and
  - (b) those upon whom, having met the criteria in (1), Life membership is

conferred by the Executive at any time and from time to time after the Adoption Date.

7.5 A Life Member:

- (1) will be a permanent member of the Committee without voting power;
- (2) who is elected as an office bearer or as a member of the Executive or appointed to a commission or committee by the Executive will be entitled to vote within the Executive or within that commission or committee whichever the case may be; and
- (3) being a member of the IOC, a member of the Executive or a Delegate of a National Federation will have the voting rights attached to such a position.

## 8. PATRONS

The Committee will appoint:

- (1) a Patron-in-Chief, to fill which position the Governor-General of Australia for the time being will be invited to extend his patronage; and
- (2) a Patron, to fill which position the Prime Minister of Australia for the time being will be invited to extend his patronage.

## 9. ATHLETES' COMMISSION

9.1 The Athletes' Commission will comprise:

- (1) eight members elected at each Olympic Games by the athletes who are members of the Australian Olympic Team competing at those Olympic Games;
- (2) two members elected at each Olympic Winter Games by the athletes who are members of the Australian Olympic Winter Team competing at those Olympic Winter Games;
- (3) up to two members who may be appointed at any time by the Executive;
- (4) any member of the IOC Athletes' Commission who is a citizen of Australia and who was nominated by the Committee to the IOC for election to such position; and
- (5) any member of the Athletes' Commission of ONOC who is a citizen of Australia and who was nominated by the Committee to ONOC for election to such position.

9.2 To be eligible for election or appointment to the Athletes' Commission a person must be:

- (1) at least 18 years of age and must not have been sanctioned for a doping offence during the person's sports career;
- (2) in the case of an elected member:
  - (a) nominated by an Athletes' Commission of a National Federation, provided the charter of the Athletes' Commission has been approved by the Committee; and
  - (b) a participant in the Olympic Games or an Olympic Winter Games during which the election is held or have participated at the previous Olympic Games or Olympic Winter Games;
- (3) in the case of an appointed member – a participant at either or both the previous two Olympic Games or the previous two Olympic Winter Games last staged before the appointment.

9.3 The persons elected at an:

- (1) Olympic Games must comprise not less than three males and not less than three females; and
- (2) Olympic Winter Games must comprise one of each sex;

and no more than one male and one female athlete from any one sport on the Olympic programme may be elected or appointed to the Athletes' Commission.

9.4 Election of members of the Athletes' Commission will be conducted according to the following procedure:

- (1) At or prior to the Opening Ceremony each nominated athlete will advise the Chef de Mission of the Australian Olympic Team or Australian Olympic Winter Team (as the case may be) whether the athlete is willing to be a candidate for election to the Athletes' Commission;
- (2) The Chef de Mission will cause the names of each such candidate to be recorded on a voting form and distributed to each Team member who is an athlete. Only Team members who are athletes may vote;
- (3) Each voter will place a mark on the list of candidates next to the names of the candidates whom the voter wishes to be elected. Each such mark will count as one vote for the candidate concerned. Should any voter vote for more than the number of candidates to be elected, then the voting paper and the votes recorded thereon will be void;
- (4) Voting by proxy or by correspondence is not permitted;
- (5) Voting must occur over at least three days and will close no later than the day

before the Closing Ceremony. Voting will take place in the Olympic Village and at such other locations as the Chef de Mission considers appropriate;

- (6) Subject to the requirements concerning the sex of members of the Athletes' Commission, the relevant number of highest polling candidates will be deemed to be elected to the Athletes' Commission. In the event of a tie, preference will be given to the youngest candidate; and
  - (7) The Chef de Mission will announce the results of the election prior to the Closing Ceremony.
- 9.5 Subject to clause 24.4, each person elected at an Olympic Games will hold office from the commencement of the day after the Closing Ceremony of the Olympic Games at which election occurs and will cease to hold office at the conclusion of the day of the Closing Ceremony of the next succeeding Olympic Games.
- 9.6 Subject to clause 24.4, each person elected at an Olympic Winter Games will hold office from the commencement of the day after the Closing Ceremony of the Olympic Winter Games at which election occurs and will cease to hold office at the conclusion of the day of the Closing Ceremony of the next succeeding Olympic Winter Games.
- 9.7 Subject to clause 24.4, each person appointed pursuant to clause 9.1(3) will hold office for a period of four years from the date of their appointment and any person holding office pursuant to
- (1) clause 9.1(4) will hold office whilst and for so long as the person is a member of the IOC Athletes' Commission; and
  - (2) clause 9.1(5) will hold office whilst and so long as the person is a member of the Athletes' Commission of ONOC.
- 9.8 Within two months of the Closing Ceremony of the Olympic Games and within two months of the Closing Ceremony of the Olympic Winter Games (or by the next AOC Executive meeting, whichever is the earlier), the Athletes' Commission will meet and at that meeting elect their Chair and Deputy Chair who will each hold office until the next ensuing election according to this clause.
- 9.9 Persons of different sex must hold the positions of Chair and Deputy Chair of the Athletes' Commission.
- 9.10 In the event of any vacancy occurring on the Athletes' Commission through death, removal or resignation, the following procedures will apply:
- (1) The person eligible for appointment under clause 9.2 who received the next highest number of votes in the ballots at the election conducted according to clause 9.4 procedures and, subject to the conditions set out in clause 9.3, will be automatically appointed for the balance of the term of the member the person replaces.
  - (2) If two or more persons received the next highest number of votes in the ballots at the relevant election, then the preference will be given to the youngest candidate.
  - (3) If the person appointed to fill that vacancy is unable or unwilling to take up

office then a replacement will be appointed according to the procedures set out in clauses 9.10(1) and 9.10(2) until the vacancy is filled.

- (4) If there are no eligible candidates to fill the vacancy, then the remaining members of the Athletes' Commission will appoint a person to fill the vacancy provided the person appointed fulfils the eligibility criteria set out in clauses 9.2 and 9.3.

9.11 The Athletes' Commission will:

- (1) advise the Executive on all matters relating to athletes within the Olympic Movement provided that matters specific to a sport will be addressed between the National Federation of that sport and its Athletes' Commission (if any); and
- (2) promote and respect the Athletes' Rights and Responsibilities Declaration within the Olympic Movement.

For this purpose, the Athletes' Commission will meet at least twice a year with the prior approval of the Chief Executive Officer and at the expense of the Committee and for such meetings a quorum will consist of six persons.

9.12 The members of the Athletes' Commission must:

- (1) act solely in the best interests of the Committee and its members as a whole.
- (2) exercise their powers and discharge their duties with reasonable care and diligence, in good faith and for a proper purpose.
- (3) not make improper use of:
  - (a) their position; or
  - (b) information acquired by virtue of holding their position

so as to gain an advantage for themselves or any other person or to cause detriment to the Committee.

9.13 At meetings of the Athletes' Commission, any member of the Athletes' Commission who has a material personal interest in a matter being considered at such meeting must:

- (1) disclose the nature and extent of that interest to the meeting.
- (2) not be present while the matter is being considered at the meeting; and
- (3) not vote on the matter.

9.14 Clause 9.13 of this Constitution does not apply to a material personal interest that exists only because the Athletes' Commission member is a member of the Athletes' Commission.

## 10. STATE ORGANISATIONS

- 10.1 Each State Organisation is subject to the control and direction of the Committee as the National Olympic Committee for Australia.
- 10.2 It is the responsibility of each State Organisation to:
- (1) Assist the Committee in raising funds for Australian athletes to prepare for and participate in Olympic Games;
  - (2) Assist the Olympians' Clubs by providing administrative and personnel support;
  - (3) Promote Olympism in each State;
  - (4) Liaise with State Governments, Departments and Institutes of Sport; and
  - (5) Provide Olympic educational material when required.
- 10.3 State Organisations may only raise funds on behalf of the Committee and subject to the Committee's control and direction at all times. In so raising funds the State Organisations must provide to the Chief Executive Officer precise details of such fundraising activities including timing, financial arrangements, proposed budgets, artwork, prizes, publicity and general plans of operation.
- 10.4 Each State Organisations may, with the prior knowledge and approval of the Executive, retain:
- (1) monies granted to such Body by its State or Territory Government where such grant(s) are for the purpose of assisting in the administration of the State Organisation or for the purpose of assisting sport in its State or Territory; and
  - (2) monies from fundraising conducted by the State Organisation in order to assist in the administration of the State Organisation.
- 10.6
- (1) The constitution of each State Organisation is subject to approval by the Executive.
  - (2) Constitutions so approved may subsequently be amended by the State Organisation concerned, providing that such amendments are submitted to the Executive within 21 days of the meeting at which such amendments are adopted by the State Organisation.
  - (3) It will be the duty of the Executive to approve, without delay, such constitution and subsequent amendments to the constitution as may be submitted by the State Organisation provided that the said constitution and amendments as referred to comply in every respect with the provisions of this Constitution, or of the By-Laws made hereunder.
  - (4) Any such constitution or subsequent amendments to the constitution as submitted by the State Organisations, and not approved by the Executive, will be declared invalid by the Executive and the State

Organisation notified accordingly.

- (5) Upon receipt of such notification the State Organisation concerned will forthwith cease to administer its affairs in accordance with the provisions of the said constitution or amendments thereto, as declared invalid by the Executive.
- (6) The Executive will have power to issue interim approval of any constitution or subsequent amendments thereto, as submitted by the State Organisations, subject to amendment or further amendment, as the case may be, by the State Organisation at the direction of the Executive.
- (7) Where such interim approval is issued, the State Organisation concerned will be given a specific period in which to effect such amendments. Should the amendments not be effected within the time specified, then the constitutional amendments will be declared invalid by the Executive.

10.6 Where the constitution of a State Organisation is inconsistent with this Constitution, the latter will prevail and the constitution of the State Organisations, to the extent of the inconsistency, will be invalid.

## **11. POWERS**

Subject to the Constitution, the Committee has the full power, jurisdiction and authority to do all things necessary to carry out the business, the affairs and the objects of the Committee.

## **12. GENERAL MEETINGS**

12.1 the Committee in general meeting will comprise:

- (1) the Executive;
- (2) the members of the IOC, if any, who are citizens of Australia
- (3) National Federations each represented by two Delegates;
- (4) State Organisations each represented by two Delegates;
- (5) the Athletes' Commission represented by its Chair and Deputy Chair;
- (6) Recognised Organisations admitted to membership in accordance with clause 7.3, each represented by one Delegate;
- (7) Life Members of the Committee; and
- (8) the Olympians' Club of Australia represented by one person appointed by the Olympians' Club of Australia.

12.2 Each Delegate cannot represent more than one organisation within the Committee.



- 12.3 The Committee will meet at least once a year, provided that the Executive will convene the annual general meeting before 31 May each year.
- 12.4 Additional meetings of the Committee will be summoned by the Secretary when so directed by the Executive or upon a written request of not less than ten National Federations.
- 12.5 The business of the annual general meeting will include:
- (1) in the annual general meeting convened in a year following an Olympic Games, the election of the office bearers and the remaining members of the Executive excluding the Chief Executive Officer;
  - (2) in all annual general meetings other than those convened in a year following an Olympic Games, the election of any person to replace a casual vacancy in the position of office bearer or member of the Executive pursuant to clauses 24.1. and 24.2 hereof;
  - (3) in all annual general meetings:
    - (a) the confirmation of the minutes of the preceding annual general meeting and of any general meeting held since that meeting;
    - (b) the presentation by the Chief Executive Officer of the Annual Report, the Financial Statements of the Committee and the Independent Auditor's report thereon which documents will be circulated with the agenda;
    - (c) the appointment of the Independent Auditor if there is a vacancy in the office of auditor of the Committee;
    - (d) the election of any new member/s pursuant to clause 7.3.
- 12.6 A quorum will consist of one-third of the National Federations represented by at least one Delegate each.

If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:

- (1) in the case of a meeting convened upon the request of National Federations pursuant to clause 12.4, the meeting must be dissolved; and
- (2) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.

If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present shall

be a quorum.

- 12.7 A notice of a general meeting will be given at least 60 days prior to that meeting to each Member.
- 12.8 Should any Member desire to have any matter included in the agenda of a meeting, the Member will give written notice thereof to the Secretary not less than 30 days prior to the meeting.
- 12.9 The agenda for a meeting will be provided to each Member by the Secretary, in accordance with clause 38, at least 21 days prior to the meeting.
- 12.10 Notwithstanding the provisions of clause 12.9 hereof, the Executive may, in its absolute discretion and at any time, include additional items on the agenda of a meeting where it is of the opinion that such additional items warrant inclusion.
- 12.11 A visitor, defined as any person other than a person indicated in clause 12.1, may, at the absolute discretion of the President, attend a meeting of the Committee but will not take part in the proceedings unless by a direct invitation of the President nor have a vote.
- 12.12 If the Executive does not cause a notice of a general meeting to be given under clause 12.7 within 14 days after the date on which the Secretary is sent a request under clause 12.4, the National Federations making the request, or any of them, may convene a general meeting to be held no later than 84 days after that date.
- 12.13 If a general meeting is convened by National Federations in accordance with clause 12.12, it must be convened in the same manner so far as possible as a meeting convened by the Executive and all reasonable expenses incurred in convening the general meeting must be reimbursed by the Committee to the National Federations incurring the expenses.

### **13. VOTING**

- 13.1 Each Delegate of the National Federations, members of the Executive, the Chair and Deputy Chair of the Athletes' Commission and the members of the IOC, if any, who are citizens of Australia will be entitled to one vote on every motion or amendment thereof.
- 13.2 Where a person is present at a meeting of the Committee in more than one capacity which entitles them to vote, that person is only entitled to one vote.
- 13.3 The Chair of the meeting will have a casting vote in addition to the Chair's deliberative vote.
- 13.4 Each vote will be given personally.
- 13.5 If a question arising at a general meeting of the Committee is determined on a show of hands:

- (1) a declaration by the Chair that a resolution has been:
  - (a) carried whether or not by a particular majority or unanimously; or
  - (b) lost; and
- (2) an entry to that effect in the minute book of the Committee;

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

#### **14. PROXIES**

In the event of a Delegate being unable to attend a meeting of the Committee, a proxy Delegate may be appointed in writing, electronic mail or any other technology from the secretary or other authorised officer of the relevant Body or, in the case of the Athletes' Commission the Chair thereof. The appointment notice will be tendered at the time of the commencement of the meeting.

#### **15. TECHNOLOGY**

- 15.1 The Committee may hold its general meetings by using any technology that allows members to clearly and simultaneously communicate with each other participating member.
- 15.2 A member of the Committee who participates in a general meeting in a manner permitted under Clause 15.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

#### **16. THE EXECUTIVE**

- 16.1 Each member of the Executive will not represent any particular body or sport and will represent the Olympic Movement at large.
- 16.2 The Executive of the Committee will be:
  - (1) the President;
  - (2) two Vice-Presidents;
  - (3) the members of the IOC who are citizens of Australia and elected to the IOC pursuant to paragraphs 2.2.2 and 2.2.5 of the By-Law to Rule 16 of the Olympic Charter;
  - (4) the Chief Executive Officer who will be appointed by the Executive and be a voting member;

- (5) seven Members elected from those nominated by the National Federations, which election will be at the annual general meeting of the Committee first convened after an Olympic Games;
  - (6) the Chair of the Athletes' Commission and the Deputy Chair of the Athletes' Commission, provided that if there is a member of the IOC who is a citizen of Australia and elected to the IOC pursuant to paragraph 2.2.2 of the By-Law to Rule 16 of the Olympic Charter, then the Chair of the Athletes' Commission will be the sole ex officio member of the Executive from the Athletes' Commission provided further that if the Chair is such an IOC member, then the sole ex officio member of the Athletes' Commission on the Executive will be the Deputy Chair. Any officer of the Athletes' Commission who is ex officio a member of the Executive may appoint another member of the Athletes' Commission who is not otherwise a member of the Executive to act as the member's alternate to attend meetings of the Executive and vote thereat in the event that the appointor is unable to act personally by reason of sport commitments, illness, absence or other cause.
- 16.3 The President, Vice-Presidents and those members of the Executive elected pursuant to clause 16.2(5) will hold office until the conclusion of the annual general meeting first convened after the Olympic Games next succeeding their election. All other members of the Executive will hold office whilst and for so long as they satisfy the conditions attaching to their appointment.
- 16.4 Each National Federation will be entitled to nominate one person for election as an Executive member in accordance with sub-clause 16.2(5). Such nominations will be signed by the person nominated and will be made in writing to the Secretary not less than 30 days prior to the date of the annual general meeting. The Secretary will cause such nominations to be included in the agenda of the annual general meeting in question. In the event that the number of nominations for the respective positions as Executive members does not exceed the number of vacancies, then the candidates will be declared elected. In the event that the number of candidates exceeds the number of positions available then such candidates will be elected in accordance with the method of voting described in the next succeeding clause.
- 16.5 The election of each member of the Executive pursuant to clause 16.2(5) will be by an exhaustive ballot to be decided between all candidates eligible for election in accordance with the following rules:
- (1) each voting person will write on the ballot paper the name of the candidate most preferred. Such votes will then be counted and if any candidate receives an absolute majority of formal votes cast, such candidate will be elected to office;
  - (2) if no candidate receives an absolute majority of formal votes cast in accordance with 16.5(1) hereof the candidate who receives the least number will be eliminated provided that if a candidate receives no votes, that candidate, together with the candidate who receives the least number of votes will be eliminated;
  - (3) a further ballot or ballots will then be conducted between the remaining candidates in accordance with the rules herein set out until one candidate

receives an absolute majority of formal votes cast and upon a candidate receiving an absolute majority of formal votes cast as aforesaid such candidate will be elected to office;

- (4) if after a ballot has been conducted any two or more candidates receive an equal number of votes and it is necessary for one of them to be eliminated then a special ballot will be held in accordance with the rules herein set out to decide which of such candidates will be eliminated;
  - (5) if after a special ballot in accordance with 16.5(4) has been conducted between three or more candidates no candidate has received a greater number of votes than the other candidates then the Chair will nominate one candidate who will not be eliminated and a further special ballot will be held between the candidates not so nominated to determine which of them will be eliminated;
  - (6) if on any ballot between two candidates such candidates receive an equal number of votes then the Chair will have a casting vote to decide the issue between such candidates;
  - (7) at any time when it is necessary for a candidate to be eliminated the Chair will only declare the name of the candidate or candidates to be eliminated and will not disclose the number of votes received by any candidate;
  - (8) at the conclusion of the voting the Chair will declare the result of each ballot in the following manner, namely a statement of the number of ballot papers issued with respect to each ballot, the number of formal votes cast in each ballot and the number of votes received by each candidate;
  - (9) the Chair of the meeting at which an election is to be held may conduct the election by electronic voting or other means of digital recording of votes in order to effect the above provisions;
  - (10) notwithstanding anything in this rule to the contrary, those voting persons present at any meeting at which an election is to be held in accordance with this rule may by unanimous resolution waive the application of the foregoing provisions and substitute therefor, for that election only, such other method of voting that may unanimously be agreed upon.
- 16.6
- (1) The Executive will meet as often as is necessary to conduct its business but at least four times in each year. A meeting of the Executive will be convened by the Secretary upon request by the President or when three members of the Executive consider it necessary.
  - (2) The quorum at a meeting of the Executive will be eight persons.
  - (3) An Executive member who is not physically present at an Executive meeting may participate in the meeting by the use of technology that allows the Executive member and the Executive members present at the meeting to clearly and simultaneously communicate with each other.
  - (4) An Executive member participating in an Executive meeting as permitted under clause 16.6(3) is to be taken as present at the meeting and, if the Executive member votes at the meeting, is taken to have voted in person.

- 16.7 As soon as practicable after being elected or appointed to the Executive, each Executive member must become familiar with this Constitution and the Act.
- 16.8 The Executive is collectively responsible for ensuring that the Committee complies with the Act and that members of the Committee comply with this Constitution.
- 16.9 Executive members must exercise their powers and discharge their duties with reasonable care and diligence.
- 16.10 Executive members must exercise their powers and discharge their duties:
- (a) in good faith in the best interests of the Committee; and
  - (b) for a proper purpose.
- 16.11 Executive members and former Executive members must not make improper use of
- (a) their position; or
  - (b) information acquired by virtue of holding their position
- so as to gain an advantage for themselves or any other person or to cause detriment to the Committee.
- 16.12 In addition to any duties imposed by this Constitution, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.
- 16.13 The Executive will be indemnified from the funds of the Committee in respect of any liability that they collectively or individually may incur as a result of any decision taken or act made in accordance with their powers pursuant to this Constitution.
- 16.14 For the purposes of this Constitution, the office of a member of the Executive becomes vacant if the member:
- (1) dies;
  - (2) resigns the office in writing addressed to the Secretary;
  - (3) is removed from office pursuant to clauses 24.3 or 24.4; or
  - (4) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the laws relating to mental health.

## **17.**

- 17.1 On any question arising at an Executive meeting, each Executive member present at the meeting has one vote.

- 17.2 A motion is carried if a majority of Executive members present at the meeting vote in favour of the motion.
- 17.3 Clause 17.2 does not apply to any motion or question which is required by this Constitution to be passed by an absolute majority of the Executive.
- 17.4 If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.
- 17.5 Voting by proxy is not permitted.

## **18.**

- 18.1 An Executive member who has a material personal interest in a matter being considered at an Executive meeting must disclose the nature and extent of that interest to the Executive.
- 18.2 The Executive member:
  - (1) must not be present while the matter is being considered at the meeting; and
  - (2) must not vote on the matter.
- 18.3 Clauses 18.1 and 18.2 do not apply to a material personal interest that exists only because the Executive member is a member of the IOC or Chair or Deputy Chair of the Athletes' Commission.

## **19.**

- 19.1 The Executive must ensure that minutes are taken and kept of each Executive meeting.
- 19.2 The minutes must record the following:
  - (1) the names of the members in attendance at the meeting;
  - (2) the business considered at the meeting;
  - (3) any resolution on which a vote is taken and the result of the vote; and
  - (4) any material personal interest disclosed under Clause 18.

## **20.**

- 20.1 Every Executive member and Secretary must keep the transactions, whether complete or incomplete; financial affairs and state of accounts; and, information which is confidential or generated for internal management purposes of the

Committee confidential unless required to disclose them:

- (1) in the course of duties as an officer of the Committee;
- (2) by the Executive or the Committee in general meeting; or
- (3) by law.

20.2 The Executive may require an Executive member, Secretary, auditor, trustee committee or commission member or other person engaged by the Committee to sign a confidentiality undertaking consistent with this Constitution. An Executive member or Secretary must do so if required by the Executive.

## **21.**

21.1 The Executive may grant an Executive member leave of absence from Executive meetings for a period not exceeding three months.

21.2 The Executive must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Executive member to seek the leave in advance.

## **22. POWER OF EXECUTIVE**

22.1 Subject to this Constitution, the power, management and control of the Committee and any duties not attributed by the Olympic Charter or the Act to the Committee in general meeting will be vested in and reside in the Executive, provided that:

- (1) Any action taken by virtue of this clause will be recorded in the Minutes of the Executive, and
- (2) A summary of all major, non-confidential decisions made by the Executive between meetings of the Committee will be circulated, in accordance with clause 38, to all National Federations and State Organisations within 30 days after the meeting at which the decisions were made.

22.2 The Executive may make such By-Laws as are necessary and convenient to give effect to this Constitution and the proper conduct of Members and persons associated with the Olympic Movement in Australia, provided however that where any of such By-Laws are inconsistent with this Constitution then to the extent of such inconsistency this Constitution will prevail. As a condition of membership, all Members are bound to observe and comply with all By-Laws made by the Executive.

## **23. OFFICE BEARERS**

23.1 The office bearers will be the President and two Vice-Presidents who will be elected at the annual general meeting first held after an Olympic Games and hold office until the conclusion of the annual general meeting first convened after the Olympic Games next succeeding their election.



23.2 Nominations for any position as an office bearer may be made by any National Federation or State Organisation and will be submitted in writing to the Secretary not less than 30 days prior to the annual general meeting.

23.3 In the event that:

- (1) There is more than one candidate for the position as President, then such a position will be decided by an exhaustive ballot.
- (2) The number of candidates for the positions as Vice-Presidents exceeds two, then such positions will be decided by separate exhaustive ballots.

All of such exhaustive ballots will be in accordance with the rules described in clause 16.5 hereof as if the same were herein set out in full.

## **24. CASUAL VACANCIES**

24.1 In the event of any vacancy occurring in any of the positions of office bearer, the Executive will elect from amongst its members a replacement, which replacement will hold office until the conclusion of the next annual general meeting of the Committee. At that next annual general meeting the Committee will elect a replacement office bearer who will hold office for the balance of the term of the original office bearer s/he replaces. Any member of the Executive appointed by the Executive pursuant to this clause will be eligible for election by the Committee.

24.2 In the event of any vacancy occurring in respect of any of the members of the Executive, other than the office bearers and the Chief Executive Officer, the Executive will request from the National Federations their nominations of such replacement.

Such nominations will be made within 30 days of the date of posting the invitation and the Executive will elect from such nominations the member who will hold office until the conclusion of the next annual general meeting of the Committee. At that next annual general meeting the Committee will elect a replacement member of the Executive who will hold office for the balance of the term of the original member of the Executive s/he replaces. Any person elected by the Executive pursuant to this clause will be eligible for election by the Committee.

24.3 An office bearer or any other member of the Executive or any person representing the Committee on any other body may be removed from office by a vote of a special majority at a general meeting of which due notice has been given.

24.4 Any person found to have committed a Doping Offence or an Anti-Doping Rule Violation contrary to the Anti-Doping By-Law is ineligible to hold any position on the AOC, whether as an office bearer or as a member of the Executive, any Commission or Committee or otherwise whilst subject to sanction for that doping offence.

## **25. PRESIDENT**

The President will represent the Committee and will chair each meeting of the Committee and the Executive.

## **26. TWO VICE-PRESIDENTS**

- 26.1 The two Vice-Presidents will carry out the functions of President in the latter's absence or under delegation by the President.
- 26.2 Should the two Vice-Presidents be unable or unwilling so to act, in the absence of the President, at a meeting of the Committee or the Executive, then the meeting will elect from amongst the persons present a Chair of that Meeting.

## **27. CHIEF EXECUTIVE OFFICER**

- 27.1 The Executive may appoint a Chief Executive Officer to hold office for the period determined at the time of appointment (but not for life) or without specifying a term and to hold the position of voting Executive member.
- 27.2 The Executive, excluding the Chief Executive Officer, may, subject to the terms of any employment contract between the Chief Executive Officer and the Committee, at any time remove or dismiss the Chief Executive Officer, in which event the appointment as voting Executive member will automatically cease.
- 27.3 The Executive, excluding the Chief Executive Officer, may:
  - (1) confer on the Chief Executive Officer such of the powers exercisable by them, on such terms and conditions and with such restrictions as they think fit; and
  - (2) withdraw or vary any of those powers conferred on the Chief Executive Officer.

## **28. SECRETARY**

- 28.1 The Secretary may hold any other office in the Committee.
- 28.2 The Secretary must:-
  - (1) perform any duty or function required under the Act or by this Constitution to be performed by the Secretary of an Incorporated Association.
  - (2) maintain the register of members in accordance with clause 30.
  - (3) keep custody of the common seal in accordance with clause 37.
  - (4) keep custody of all financial records, books, documents and securities of the Committee for at least seven years after transactions covered by the records

were completed.

- (5) keep custody of the Financial Statements submitted to an annual general meeting of the Committee for at least seven years after the date of the annual general meeting.
- (6) subject to the Act and this Constitution, provide members with access to the register of members, the minutes of general meetings and other books and documents.
- (7) give to the Registrar notice of the Secretary's appointment within 14 days after the appointment.

28.3 The position of Secretary may become vacant due to:

- (1) resignation in writing to the Executive;
- (2) retirement;
- (3) death;
- (4) ceasing to be resident in Australia; or
- (5) a direction of the Executive, including without limitation, termination.

28.4 Should the position of Secretary become vacant the Executive must appoint a Secretary within 14 days of the vacancy arising.

## **29. COMMISSIONS & COMMITTEES**

29.1 The Executive may appoint commissions and committees, not necessarily out of their number, and delegate to any such commission or committee or to a member of the Executive any of its powers, responsibilities and functions, other than:

- (1) this power of delegation; or
- (2) a duty imposed on the Committee by the Act or any other law.

29.2 The delegation may be set out in a Charter adopted by the Executive for the commission or committee or otherwise be in writing and may be subject to such conditions and limitations the Executive considers appropriate.

29.3 The Executive may, in writing, revoke a delegation including a Charter for a commission or committee, wholly or in part.

## **30. REGISTER OF MEMBERS**

30.1 The Secretary will keep and maintain the register of Members in which will be entered the full name, address and date of entry of the name of each Member and the register will be available for inspection by Members at the address of the

Secretary.

- 30.2 Copies of the minutes of the meetings at which elections or replacement of Members have taken place, certified as true copies by the President and Chief Executive Officer, will be sent to the IOC.

### **31. ORDER OF MERIT**

An Award to be known as Order of Merit may be conferred upon any person who, in the opinion of the Executive, has achieved remarkable merit in the sporting world, either through personal achievement or contribution to the development of sport.

### **32. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS AND INDIVIDUALS**

32.1 Where:

- (1) a National Federation ceases to satisfy the requirements of clause 7.2; or
- (2) a Recognised Organisation (if a Member):
  - (a) ceases to be affiliated to an International Federation; or
  - (b) is removed from membership by a vote of a special majority at a general meeting of which due notice has been given; or
- (3) the International Federation to which such a National Federation or Recognised Organisation is affiliated ceases to be recognised by the IOC;

then such Bodies will automatically cease to be a member of the Committee from the happening of such events.

32.2 Where a Member breaches this Constitution or any By-Law made pursuant to clause 22.2, then such Member will be liable to suspension from membership of the Committee or such other sanction (including a fine) as the Executive in its absolute discretion determines and will also be liable to expulsion from membership of the Committee by a special majority at a general meeting.

32.3 Where a person (whether or not a Member):

- (1) is found by the Executive to have:
  - (a) breached this Constitution or any By-Law made pursuant to clause 22.2;
  - (b) breached any agreement between that person and the Committee; or
  - (c) neglected or knowingly jeopardised the interests of the Committee or

acted in a way which is unworthy of the Committee;

or

- (2) in the case of a member of the IOC, is found by the IOC to have neglected or knowingly jeopardised the interests of the IOC or acted in a way which is unworthy of the IOC;

the Executive may in its absolute discretion determine that the person is ineligible for membership of or selection in any Australian Olympic Team, Australian Olympic Winter Team or any other team selected by the Committee or to receive funding from or to hold any position on the AOC for such period as the Executive in its absolute discretion determines.

32.4 A Member or other person dissatisfied of a decision made in relation to it under clauses 32.2 or 32.3:

- (1) may appeal to the CAS within 14 days of receiving written notification of the decision and may not institute any other form of appeal nor maintain proceedings in any other court or tribunal;
- (2) surrenders any right they may have to commence proceedings in a court in relation to any such dispute or to file any appeal, review or recourse to any state court or other judicial authority from any arbitral award, decision or ruling issued by the CAS. In particular, and without restricting the generality of the foregoing and for further and better assurance notwithstanding that such provisions have no applicability, the Member or other person concerned will have no right of appeal under Sections 34 and 34A of the Commercial Arbitration Act of any Australian States or to apply for the determination of a question of law under Section 27J of such Act; and
- (3) pursuant to Article 192 of the Federal Code of Private International Law of Switzerland, will have no right to appeal to the Swiss Federal Supreme Court or any other canton court from any arbitral award, decision or ruling issued by the CAS and waives fully any and all actions for annulment in respect of such award, decision or ruling.

32.5 The sole grounds of appeal against a decision of the Committee under clause 32.4 are that the decision was affected by actual bias or is obviously or self-evidently so unreasonable or perverse that it can be said to be irrational.

32.6 Any appeal pursuant to clause 32.4 will be heard by the Appeals Arbitration Division of the CAS and conducted pursuant to the Code of Sports-Related Arbitration. The CAS will rule on its jurisdiction and has exclusive power to order provisional and conservatory measures. The award and decision of the CAS will be final.

32.7 A Member may resign as a member of the Committee by giving 30 days written notice thereof to the Secretary, provided that such resignation will not affect the rights and duties of the Member up to and including the date of resignation.

### 33. GRIEVANCE PROCEDURE

#### 33.1 Notice of Dispute

- (1) Any Member may give written notice to the Chief Executive Officer of a dispute under this Constitution (not being a disciplinary matter within the meaning of clause 32) between:
  - (a) a Member and another Member; or
  - (b) a Member or Members and the Committee.
  
- (2) The Chief Executive Officer will, as soon as practicable, but within seven days, forward written details of the dispute to the President and all parties to the dispute, requiring the parties to meet to discuss and attempt to resolve the dispute in good faith, within 14 days of the notice of dispute being forwarded to all parties or such other time as the parties agree.

#### 33.2 Dispute referred to mediation

If the parties are unable to resolve the dispute at the meeting referred to in clause 33.1(2), or if any party fails to attend that meeting, or the meeting does not occur, then, unless all parties agree to continue attempts to resolve the dispute in good faith, the parties shall proceed to mediate the dispute in accordance with the CAS Mediation Rules provided that the mediation must be completed within 30 days of the appointment of the mediator.

For the purposes of this clause, the "CAS Mediation Rules" means the mediation rules adopted from time to time by the International Council of Arbitration for Sport pursuant to the Code of Sports-related Arbitration.

#### 33.3 If the dispute referred to mediation in accordance with clause 33.2 is not resolved, a party to the dispute

- (1) may apply to the CAS within 28 days of receiving written details of the dispute pursuant to clause 33.1(2) and may not institute any other form of application, appeal nor maintain proceedings in any other court or tribunal;
- (2) surrenders any right it may have to commence proceedings in a court in relation to any such dispute or to file any appeal, review or recourse to any state court or other judicial authority from any arbitral award, decision or ruling issued by the CAS. In particular, and without restricting the generality of the foregoing and for further and better assurance notwithstanding that such provisions have no applicability, the Member or other person concerned will have no right of appeal under Sections 34 and 34A of the Commercial Arbitration Act of any of the Australian states or to apply for the determination of a question of law under Section 27J of such Act; and
- (3) pursuant to Article 192 of the Federal Code of Private International Law of

Switzerland, will have no right to appeal to the Swiss Federal Supreme Court or any other canton court from any arbitral award, decision or ruling issued by the Court of Arbitration for Sport and waives fully any and all actions for annulment in respect of such award, decision or ruling.

- 33.4 Any application pursuant to clause 33.3 will be heard by the Ordinary Division of the CAS and be conducted pursuant to the Code of Sports-Related Arbitration. The CAS will rule on its jurisdiction and has exclusive power to order provisional and conservatory measures. The award and decision of the CAS will be final.

#### **34. AMENDMENT TO THE CONSTITUTION**

- 34.1 An addition or amendment to or rescission, wholly or in part of, of this Constitution may be made at a general meeting by resolution:
- (1) of which 30 days' notice in writing has been given to the Secretary;
  - (2) of which a copy of such notice has been forwarded to each voting Member and to each Delegate of a voting Body at least 21 days before the general meeting; and
  - (3) which has been passed by a vote of a special majority at a general meeting.
- 34.2 Amendments to the Constitution, certified as true copies by the President and the Chief Executive Officer, will be submitted to the IOC with a request for approval.

#### **35. FUNDS**

- 35.1 The funds of the Committee will be derived from sponsorship, licensing, advertising, donations, fundraising activities, grants, interest and any other sources approved by the Executive.
- 35.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments will be signed by any two of the Executive or officers of the Committee authorised so to do by the Executive.

#### **36. FINANCE**

- 36.1 The financial year of the Committee will commence on the first day of January and end on the thirty-first day of December in each calendar year.
- 36.2 There will be no annual subscription or fee payable by any member of the Committee.
- 36.3 The Executive must cause the Committee to:
- (1) open an account with a financial institution from which all expenditure of the

Committee is made and into which all of the Committee's revenue is deposited.

- (2) keep written financial records that:
  - (a) correctly record and explain its transactions (including transactions undertaken as trustee), financial position and performance; and
  - (b) enable true and fair financial statements to be prepared and audited, and must allow a member of the Executive and the auditor to inspect those records at all reasonable times.
- (3) prepare Financial Statements of the Committee and the annual statement in accordance with the Act.

- 36.4 The Financial Statements of the Committee will be presented by the Chief Executive Officer to the annual general meeting of the Committee and circulated to all Members.
- 36.5 The Executive will appoint an Audit and Risk Committee.
- 36.6 The Executive must cause Financial Statements of the Committee to be audited at least once in each financial year by the Independent Auditor and who will have the right to report on such findings at any meeting of the Committee.
- 36.7 The Independent Auditor will be appointed by the Committee at an annual general meeting and will hold office until removal or resignation. The Independent Auditor may only be removed by the Committee pursuant to the procedure described in section 329 of the Corporations Act 2001 (other than in respect of notification to the Australian Securities and Investments Commission and the requirement of the Australian Securities and Investments Commission to consent to the Independent Auditor's resignation or its power to make orders).
- 36.8 In the event that there is a vacancy in the office of Independent Auditor between annual general meetings, the Executive will appoint an Independent Auditor to hold office until the conclusion of the next annual general meeting.
- 36.9 The Executive will cause the Financial Statements of the Committee, the Independent Auditor's report thereon and the Annual Report to be posted on the website of the Committee.

### **37. SEAL**

- 37.1 The common seal of the Committee will be kept in the custody of the Secretary;
- 37.2 The common seal will not be affixed to any instrument except by the authority of the Executive and the affixing of the common seal will be attested by the signatures either of two members of the Executive or of one member of the Executive and of the Secretary;
- 37.3 The Secretary will record the use of the common seal in the minutes of the Executive and the seal register of the Committee.



## **38. NOTICE**

38.1 Notice may be given by the Committee to any Member either by serving it personally or by sending it by post, electronic mail or any other technology at the address shown in the register of Members or the address supplied by the Member for the giving of notices. Communication other than by means of personal delivery, post, electronic mail or any other technology can only be used if the Executive has given its prior approval in writing.

38.2 If a Notice is sent by:

- (1) post, service of the Notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the Notice, and to be effected, on the third business day after the date of its posting. A Notice sent by post to an overseas Member must be forwarded by air mail;
- (2) facsimile transmission, service of the Notice is deemed to be effected by properly addressing the facsimile transmission and transmitting it to the number supplied to the Committee for that purpose and to be effected on the next business day after the date of its transmission; and
- (3) email, service of the Notice is deemed to be effected by properly addressing the email address and transmitting it to the address supplied to the Committee for that purposes and to be effected on the next business day after the date of transmission unless the Committee is advised that the transmission failed to send to the addressee.

38.3 The documents to be circulated with the agenda of an annual general meeting pursuant to clause 12.5(3) will be deemed to have been circulated if they:

- (1) accompany any personal delivery or are enclosed in the same envelope as the posting of the agenda;
- (2) are an attachment to the electronic mail by which is the agenda is given; or
- (3) are available for viewing and downloading by members of the public on and from the Committee's website as and from the time the agenda is given, providing the agenda refers to this fact and provides details of the internet location of the Committee's website.

## **39. WINDING UP OR CANCELLATION**

In the event of the winding up or the cancellation of the incorporation of the Committee and there remains after the satisfaction of all its debts and liabilities any property whatsoever the same will not be paid to or distributed amongst the Members but will be given or transferred in such manner as the IOC may in writing direct and in the event that there is no such direction, such property will be given or transferred to some other institution or institutions having objects similar or in part similar to the objects of the Committee and which will also prohibit the distribution of its or their property among its or their members such institution or institutions to be determined by the Members at or before the time of dissolution or in default thereof by the Chief Judge of such Court as may have or acquire jurisdiction in the matter.

AMENDED on 4 May 2019  
and EFFECTIVE immediately