

**CONSTITUTION
OF
AUSTRALIAN UNIVERSITY SPORT LIMITED
ARBN: 095 463 782**

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CORPORATIONS ACT 2001 (CTH)
CONSTITUTION OF
AUSTRALIAN UNIVERSITY SPORT LIMITED

PART I INTRODUCTION

1. NAME

The name of the company is Australian University Sport Limited ("AUS").

2. STATEMENT OF OBJECT AND FUNCTIONS

2.1 The object of AUS is to act as the peak body and national authority in Australia for the promotion, conduct and support of University Sport in Australia for the mutual and collective benefit of Members, students and University Sport.

2.2 AUS will promote its object through the following principal functions:

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

2.3 AUS will also pursue its object by:

- (a) promoting and supporting the health, fitness, well-being and safety of students and others through participation in University Sport and other appropriate means;
- (b) encouraging students to realise their personal potential and athletic abilities through participation in University Sport which promotes integrity, good sportsmanship and fair play in performance, drug free competition, gender equality, and the acknowledgment of excellent performance;

- (c) encouraging, promoting, supporting and conducting research and scholarship of relevance to sport, and providing support for the practical application of such research and sports knowledge, including by the provision of practice-based learning in University Sport;
- (d) setting, promulgating and securing acceptance of the rules and standards necessary for the management and control of University Sport competitions, events and associated activities;
- (e) entering into such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the Object and Functions of AUS;
- (f) working with such other organisations, bodies and individuals in Australia and overseas as are appropriate to promote the objectives and interests of AUS and its Members;
- (g) being the arbiter on matters concerning the conduct of University Sport in Australia, including disciplinary matters;
- (h) establishing and giving awards for outstanding performance in, and contributions to, University Sport; and
- (i) doing all that is reasonably necessary to enable the Object in clause 2.1 and the Functions in clause 2.2 to be realised and to enable the Members and students to receive the benefits which those matters are intended to achieve.

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

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

3. POWERS

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

4. INTERPRETATION

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

4.2 The functions of AUS in Rule 2 are not in any particular order and are not to be construed to suggest that any object or function is more important than any other object or function. Nor are the objects or functions to be construed so that any object or function which is specified in detail is more important than any function which has not been specified in detail. Further no particular function will be limited by reference to any other and the rule of construction known as the *ejusdem generis** rule shall not apply.

** The rule that where particular words are followed by general words, the general words are limited to the same kind as the particular words.*

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

5. LIABILITY OF MEMBERS

5.1 The liability of the Members of AUS is limited.

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

6. PRINCIPAL PLACE OF ADMINISTRATION

The principal place of administration of AUS, also known as the Office, shall be at such place as determined by the Board from time to time.

PART II MEMBERSHIP, PARTICIPANTS AND OFFICIALS

7. CATEGORIES OF MEMBERS

The categories of membership of AUS, (collectively called "Members") shall be:

- (a) Members as described in Rule 8.
- (b) Life Members as described in Rule 9; and
- (c) Any other category or categories of membership as determined by the Board.

8. MEMBERS

8.1 Subject to rules 8.2, 8.3 and 8.4, a member must be:

- a) an Australian University; or
- b) an Australian higher education institution which in the opinion of the Board meets criteria specified in the By-Laws for membership under this part of this Rule.

8.2 The member will be represented by the designated Delivery Agent for Sport within the member organisation. In this clause "Delivery Agent for Sport" means the entity of or within the University or higher education institution, recognised by the University or higher education institution as being chiefly responsible for the delivery of sport, regular physical activity and recreational services on campus. A member will notify AUS of its Delivery Agent for Sport and its relevant contact details and persons."

8.3 A University or an eligible Australian higher education institution seeking to become a Member must apply to the Board on the prescribed form and pay the Membership Fee(s). The Board shall determine in its discretion but always acting in good faith whether to admit the organisation to membership of AUS or not. A decision of the Board not to admit an applicant to membership is final and reasons need not be given. A decision of the Board to admit a member may be disallowed by a resolution supported by the absolute majority of members present at the AGM following the Board's decision.

8.4 Every Member must reapply for membership annually and must pay the required membership fee. The Board shall determine in its discretion but always acting in good faith whether to renew the membership of any organisation or not. A decision of the Board not to renew an organisation's membership is final and reasons need not be given.

9. LIFE MEMBERS

9.1 A Life Member is a person who has given outstanding contribution or service to University Sport and/or AUS and who has been granted Life Membership of AUS under Rule 9.2.

9.2 A person shall become a Life Member by recommendation of the Board and subsequent vote by three-quarters majority of those present, in person or by proxy, and entitled to vote at a Meeting of Members. Such process shall be carried out in accordance with the By-Laws.

9.3 A Life Member shall have the same rights and obligations as all other Members, except s/he shall have no right to vote at a Meeting of Members, unless that Life Member is also a Delegate in which case s/he has the rights under Rule 18.3.

10. MEMBERSHIP FEES

The Board shall determine the membership fee and/or other fees payable by the Members to AUS, the due date for payment of the fee(s), and the manner of payment for the fee(s).

11. MEMBERS RIGHTS AND OBLIGATIONS

In becoming a Member, a Director, an Officer or an Appointed Official a person or organisation is deemed to acknowledge and agree that:

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

12. REGISTER OF MEMBERS AND OFFICIALS

12.1 The CEO shall keep and maintain a register in which shall be entered the full name, office, address, class of membership, and date of entry of each Member, Director, Officer and Appointed Official ("the Register"). The Register shall also contain the names and contact details of persons authorised by each University Member and each Member to act on their behalf in respect of AUS matters

12.2 Any entry in the Register shall be available for inspection by Members, Officers, Directors and Appointed Officials.

13. TERMINATION OF MEMBERSHIP

13.1 A Member may resign from membership of AUS by giving written notice to that effect to the CEO. Such resignation does not relinquish that Member's obligations to pay any unpaid Membership Fees or other money owing to AUS as at the date of receipt of the resignation notice.

13.2 A Member may have its membership of AUS terminated by the Board in accordance with this Constitution if any fees (including Membership Fee) or other payments to AUS are due and outstanding. Before such termination can occur the Board must give the Member written notice specifying the payment(s) due and demanding payment by a due date, being no fewer than fourteen (14) days from the date of the demand and payment has not been received by the due date.

13.3 In addition to Rule 13.2 but subject to Rule 13.4, a Member's membership of AUS may be terminated if the Board, after reasonable enquiry, determines that the Member has not complied, or is unable to comply, with a reasonable Board decision, the Rules, the By-Laws, or any policies or reasonable direction of the Board.

- 13.4** Before any decision under Rule 13.3 is made the Member concerned shall:
- (a) be given fourteen (14) days written notice by the Board of the intended resolution, and
 - (b) have the right to be present through its authorised representative, make submissions and be heard at the Board meeting at which the resolution is to be determined.
- 13.5** Any Member whose membership is terminated under Rule 13.3 may appeal the decision of the Board to a Special General Meeting called under Rule 18.4.6 for that purpose. The appeal shall be allowed if a three-quarters majority of those present, in person or by proxy, and entitled to vote at the Special General Meeting do so in favour of such appeal. If a Member appeals a decision of the Board under this Rule, the decision of the Special General Meeting shall be final and no further appeal will be entertained.
- 13.6** Membership which has been terminated under this Rule may only be reinstated by a resolution recommended by the Board and passed by an absolute majority of votes at a subsequent Meeting of Members.
- 13.7** A Member who ceases to be a Member of AUS shall forfeit all rights in, and claims upon, AUS and its property, and shall not use any property of AUS, including Intellectual Property.

14. STUDENT PARTICIPANTS AND TEAM OFFICIALS

- 14.1** Every student who wishes to participate in any University Sport event or activity must be:
- (a) an enrolled student of a Member University or of a Member admitted under Rule 8.1(c); or
 - (b) an enrolled student of another University or equivalent higher education institution approved or otherwise recognised by the Board for purposes of this Rule; and
 - (c) must enter into a written agreement for that event or activity with AUS on terms and conditions determined by AUS including, but not only, an acknowledgement of the authority of Team Officials and an agreement to follow lawful and reasonable directions of Team Officials appointed by the Member.
- 14.2** No Member may allow or permit a student to participate in a University Sport event or activity unless the conditions in Rule 14.1 are met.
- 14.3** Members must, on request, provide the Board with:
- (a) proof of a student's current status as a student, and
 - (b) a copy of the agreement referred to in Rule 14.1 signed by a student;
- in respect of each and every student seeking to participate in a University Sport event or activity as a student of the Member University or other Member as described in Rule 8.1(c).

- 14.4** Each Member must appoint suitable persons to act as Team Officials to provide appropriate management, administrative, coaching, and health-related support to individual student participants and teams of student participants representing the Member in all events run by AUS or sponsored by AUS, and provide relevant details of people so appointed to AUS in the manner specified by the organisers of each event.
- 14.5** Subject to this Constitution, the Board shall make such By-Laws and Guidelines under Rule 30 as it considers necessary to specify eligibility requirements and the terms and conditions of student participation in AUS events and activities.

PART III OFFICERS

15. THE OFFICERS OF AUS

The Officers of AUS shall be: Chair, Deputy Chair and other Directors and the CEO and no more than two senior staff of AUS designated for this purpose by the CEO with the concurrence of the Board.

16. THE CHIEF EXECUTIVE OFFICER

- 16.1** The CEO shall be employed by the Board on such terms and conditions as the Board considers appropriate.
- 16.2** The CEO shall be an *ex officio* member of the Board. Subject to the Corporations Act, this Constitution and the By-Laws the CEO has power to perform all such things as appear necessary or desirable for the proper management and administration of AUS including but not only the management and administration of its events, programs, business and activities within the policy framework and procedures determined by the Board. The CEO shall also be responsible for the employment of staff, the determination of terms and conditions of their employment, assessment of their performance and support for their professional development, and, if appropriate, termination of such employment.
- 16.3** The CEO is responsible for providing support for the Board and for Meetings of Members. The CEO should attend and speak at Board meetings and at Meetings of Members, but has no right to vote at such Meetings.
- 16.4** The CEO shall be ineligible for the position of Director for a period of at least 3 years from the date the CEO ceases to hold that position.

PART IV THE BOARD OF DIRECTORS

17.1 COMPOSITION OF THE BOARD

- 17.1.1 Subject to Rule 17.1.2, the Board shall consist of:
- (a) Six (6) Elected Directors elected by the Annual General Meeting, under Rule 17.2.1; and
 - (b) Up to two (2) Appointed Directors appointed by the Board under Rule 17.2.3; and
 - (c) A person appointed from and by the Universities Australia (UA) Executive Board; and

(d) The CEO (*ex officio*);

collectively called "Directors".

- 17.1.2 AUS shall consider gender representation and aspire for the Board to be comprised of at least 40% of each gender and otherwise the Board shall comprise of at least one male and one female Director elected under Rule 17.2.1. If following an election there is not at least one male and one female filling a position on the Board, the Board shall appoint an additional Director of the relevant gender which does not have at least one member represented under the provisions of Rule 17.2.3.
- 17.1.3 The position of Chair shall be appointed by the Board from amongst the Elected Directors as soon as practicable after each Annual General Meeting and according to such process as determined by the Board from time to time.
- 17.1.4 The position of Deputy Chair shall be appointed by the Board from amongst the Directors (for the avoidance of any doubt this includes from amongst the Elected Directors and the Appointed Directors) as soon as practicable after each Annual General Meeting and according to such process as determined by the Board from time to time.
- 17.1.5 The Chair and Deputy Chair appointed under Rule 17.1.3 and 17.1.4 respectively will hold their positions for a term of two years, which shall commence from appointment until the conclusion of the second Annual General Meeting following.
- 17.1.6 The Chair shall be the nominal head of AUS and will act as chair of any Board meeting or General Meeting at which he or she is present. If the Chair is not present, or is unwilling or unable to preside at a Board meeting or General Meeting the Deputy Chair shall preside as chair for that meeting only. If the Chair and Deputy Chair are not present, or are unwilling or unable to preside at a Board meeting or General Meeting the remaining Directors shall appoint another Director to preside as chair for that meeting only.
- 17.1.7 Any casual vacancy in the position of:
- (a) Chair shall be filled by the Board in accordance with Rule 17.1.3; or
 - (b) Deputy Chair shall be filled by the Board in accordance with Rule 17.1.4;
- for a term of office being equivalent to the balance of the period of office that the previous past Chair or Deputy Chair (as the case may be) would have held had s/he remained in office.
- 17.1.8 An Elected Director may be re-appointed as Chair however may only serve a maximum of two (2) terms (four (4) consecutive years) in that role. For the avoidance of doubt:
- (a) each full term served by a Chair is to count as one term toward the two term limit under this Rule; and
 - (b) any part term served by filling a casual vacancy as Chair is to be treated as if a full term of the position of Chair was served and is to count as one term towards the two term limit under this Rule.

17.2 ELECTION AND APPOINTMENT OF DIRECTORS

- 17.2.1 The Directors elected at an AGM shall be elected by a majority of those present, in person or by proxy, and entitled to vote at an AGM, following nomination by no fewer than two (2) Members.
- 17.2.2 Nominations for the election of Directors shall be made in the approved form and must be received at the Office of AUS by not less than thirty (30) days before the date set for the AGM.
- 17.2.3 The Elected Directors may by absolute majority appoint up to two Appointed Directors. For the avoidance of doubt, the Director appointed under Rule 17.1.1(c) plays no role in the appointment of Appointed Directors. In the circumstances outlined in Rule 17.1.2 the number of appointed Directors can be up to three. In making these appointments the Elected Directors shall give full regard to the skills and experience needed by the Board to meet its responsibilities. Appointed Directors may be appointed and removed by the Elected Directors at any time.
- 17.2.4 The President and each other member of the Board of AUS who holds such office immediately prior to this Constitution coming into force shall continue to be the President and the Directors respectively under this Constitution until the expiration of their respective terms. Subsequent elections to the position of Elected Director, President and Appointed Director shall proceed as provided for under Rule 17.2, Rule 17.1.3 and Rule 17.2.3 respectively.
- 17.2.5 UA will advise the CEO of its Director appointed under Rule 17.1.1(d) in writing.

17.3 TERM OF OFFICE OF DIRECTORS

- 17.3.1 Elected Directors shall be elected in accordance with this Constitution for a term of 2 years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred.
- 17.3.2 For each 2 year interval, 3 Elected Directors shall be elected in the first year and 3 Elected Directors shall be elected in the second year.
- 17.3.3 Should any adjustment to the term of Elected Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. Elections to subsequent Boards shall then proceed in accordance with the procedures in this Constitution.
- 17.3.4 Subject to rule 17.3.6, an Elected Director may only serve a maximum of 3 consecutive terms of two years so six consecutive years in total.
- 17.3.5 Any Elected Director having served his/her maximum term is ineligible for further election or appointment as a Director until 2 years has passed since the conclusion of his/her term(s) as a Director.
- 17.3.6 Appointed Directors may be appointed by the Elected Directors in accordance with this Constitution for a term of 3 years. A member of the Board appointed under Rule 17.2.3 can only be reappointed for a further consecutive term of 3 years. For the avoidance of doubt, a member of the Board appointed under Rule 17.2.3 can only serve two consecutive terms of three years so six consecutive years in total.

17.3.7 The term of office of the UA appointed Director under Rule 17.1.1(d) shall be for a period of 2 years commencing when UA notifies the CEO under Rule 17.2.5. Upon expiry of a term UA may make further appointments for further periods of 2 years. If a casual vacancy arises in the UA appointed Director position, UA may fill that position for the remainder of the term of the Director who vacated the position.

17.4 CASUAL VACANCIES

17.4.1 Any casual vacancy in the position of:

17.4.1.1 an Elected Director which occurs during any Elected Director's term of office, may be filled by the Board. The term of office for a Director who is appointed to fill a vacancy shall expire at the conclusion of the next AGM. At that AGM a Director will be elected under Rule 17.2.1 for a term of office being equivalent to the balance of the period of office that the previous past Director would have held had s/he remained in office. On the expiry of such Director's office the vacancy shall be determined by election under Rule 17.2.1;

17.4.1.2 an Appointed Director shall be filled in accordance with Rule 17.2.3; or

17.4.1.3 the UA appointed Director under Rule 17.1.1(d) shall be filled in accordance with Rule 17.3.8.

17.4.1.4 For the purposes of Rule 17.4.1, a casual vacancy arises if a Director:

- (a) dies; or
- (b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors, or makes any assignment of his or her estate for their benefit; or
- (c) is or becomes disqualified from acting as a director of, or managing, a corporation under the Corporations Act or other similar legislation; or
- (d) resigns office by notice in writing given to the CEO; or
- (e) is removed from office under Rule 17.8; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.

17.5 FUNCTIONS OF THE BOARD

17.5.1 Subject to the Corporations Act and this Constitution, the Board:

- (a) acts for and on behalf of AUS in the exercise of the functions of AUS,
- (b) has the control and management of the affairs and resources and interests of AUS, and
- (c) may do all acts and things and act in all matters concerning AUS in such manner as appears to the Board to be best calculated to promote the object and interests of AUS.

17.5.2 In managing the affairs and concerns of AUS and without limiting the functions of the Board under Rule 17.5.1, the Board shall:

- (a) approve the mission statement, strategic direction, annual budget and business plan of AUS;
- (b) develop strategies, policies and procedures for the administration, promotion and development of University Sport in Australia;
- (c) develop prudent policies, and procedures (including budgets) and oversee risk assessment and management (including insurance) to protect and effectively manage finances, resources and property of AUS;
- (d) oversee the implementation of AUS policies, procedures and strategies, and the performance of AUS more generally;
- (e) assess the performance of the CEO;
- (f) regularly review its own performance; and
- (g) employ the CEO, determine the terms and conditions of such employment, regularly review the CEO's performance, remuneration and professional development needs, and, if it considers appropriate, terminate a CEO's employment.

17.6 MEETINGS OF THE BOARD

17.6.1 Provided the Board meets at least five (5) times each year, the Board shall meet at such places and times, and in such manner, as it shall determine. A written record will be made of the decisions taken at each meeting, and confirmed at the next meeting of the Board. These records are to be kept by the CEO in a secure place, and copies of them must be provided to a member of the Board on request. Copies of such records may be made available to Members of AUS at the discretion of the CEO and the Chair, subject to the requirements of commercial confidentiality, personal privacy, and similar considerations.

17.6.2 The Chair or in his/her absence the Deputy Chair or in his/her absence any other Director to fill the role of Chair as determined by the Board, shall chair Board meetings. All Directors shall have the right to attend, speak and, except for the CEO, vote at all Board meetings.

17.6.3 A meeting of the Board may be held where one or more of the Directors is or are not physically present at the meeting, provided that:

- (a) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or any other form of communication;
- (b) notice of the meeting is given to all Directors in accordance with the procedures agreed from time to time by the Board and such notice specifies that Directors are not required to be present in person at the meeting; and
- (c) if a failure in communications prevents condition (a) above from being satisfied and such failure results in the quorum not being met, the meeting shall be suspended until condition (a) is satisfied. If such

condition is not satisfied within a reasonable time (as determined by the Chair) from the interruption the meeting shall be deemed to have ended or be adjourned unless the Chair, on the advice of the CEO, determines that a further extension is warranted.

- 17.6.4 Any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is physically present. If no Director is physically present the meeting shall be deemed to be held at the place where the Chair, or in his/her absence the Deputy Chair or in his/her absence a Director who chairs the meeting is located.
- 17.6.5 A resolution in writing signed or agreed to and acknowledged by facsimile or other form of visible communication, including email, by the majority of Directors shall be as valid and effective as if it had been passed at a meeting of Directors. Its validity must be re-confirmed and recorded in the minutes of the Board meeting following agreement to it. Such resolution may consist of several documents in like form each signed or visibly agreed to and acknowledged by each Director.
- 17.6.6 Each Director shall have one vote on all decisions and resolutions of the Board. All decisions and resolutions of the Board shall be determined by a vote of a majority of Directors present at a Board Meeting. Subject to Rule 17.6.5, voting may be verbal, by show of hands, or secret ballot (if requested by any one Director). If the voting is equal the Chair or, in his/her absence, the Deputy Chair or, in his/her absence, the Director who chairs the meeting shall have a casting vote.
- 17.6.7 There shall be no fewer than four (4) Directors present at a Board Meeting (including a meeting held under Rule 17.6.3) to constitute a quorum.

17.7 RESPONSIBILITIES OF DIRECTORS AND OFFICERS

Without limiting their legal and fiduciary duties and responsibilities, the standards set out in Schedule Two are applicable to Members of the Board. These standards also apply to Officers of AUS to the extent that is appropriate to their specific roles and responsibilities.

17.8 REMOVAL OF DIRECTORS

- 17.8.1 Subject to Rules 17.8.2 and 17.8.3 and the Corporations Act, the Members in a SGM called solely for this purpose may by Special Resolution remove any Director from the Board before the expiration of their term of office. The vacancy created by this removal shall be filled by the Board in accordance with Rule 17.4.1.
- 17.8.2 Upon the CEO receiving a request for a SGM as specified in Rule 18.4.6 for the purpose of removing a Director, the CEO shall send the notice to the Director concerned, and to the Board, and the Members as required under Rule 18.4.7.
- 17.8.3 Following notification to the relevant Director under Rule 17.8.2, and before voting on the resolution to remove that Director, the Director affected by the proposed resolution shall be given the opportunity prior to, and at, the Special General Meeting, to make submissions in writing and/or verbally to the Board, and the Members about the proposed resolution.

17.9 COMMITTEES AND DELEGATES

- 17.9.1 Subject to Rule 17.9.3 the Directors may by instrument in writing create, establish or appoint committees consisting of such persons as the Directors think fit.
- 17.9.2 The Directors may, in relation to any matter or class of matters, or in relation to any activity or function of AUS, by resolution, delegate all or any of its functions (except this power of delegation) to a committee appointed under this Rule, any member of such committee or the CEO.
- 17.9.3 A committee created under Rule 17.9.1, or any other person to whom authority has been delegated under Rule 17.9.2 or Rule 17.9.8 must:
- (a) comply with the terms of the instrument of delegation in exercising the powers delegated by the Directors; and
 - (b) exercise the powers delegated to it in accordance with any directions of the Directors.
- 17.9.4 The Board in establishing such committees or delegating authority must not delegate a function imposed on the Board or the Chief Executive Officer by the Corporations Act or any other law, or this Constitution, or by resolution of the Members in General Meeting.
- 17.9.5 A committee created under Rule 17.9.1 may elect a person to chair its meetings unless otherwise directed by the Board. If no such person is elected, or if at any meeting the committee chairman is not present within 15 minutes after the time appointed for holding the meeting, the committee members present at the meeting may elect one of their number to chair the meeting.
- 17.9.6 A committee created under Rule 17.9.1 may meet and adjourn as it thinks proper.
- 17.9.7 A resolution of a committee must be passed by a majority of votes of the committee members present and entitled to vote on the resolution.
- 17.9.8 The Board may delegate any of its powers to one or more Directors, including the CEO.
- 17.9.9 A Director to whom any powers have been so delegated must exercise the powers delegated in accordance with Rule 17.9.3.
- 17.9.10 An act done by a person acting as a Director or by a meeting of Directors or a committee attended by a person acting as a Director is not invalidated by reason only of:
- (a) a defect in the appointment of the person as a Director;
 - (b) the person being disqualified to be a Director or having vacated office;
or
 - (c) the person not being entitled to vote;
- if that circumstance was not known by the person or the Directors or the committee as the case may be when the act was done.

PART V MEETINGS OF MEMBERS

18.1 TYPES AND FREQUENCY OF MEETINGS

- 18.1.1 The Members shall meet at least once a year which shall be at the AGM of AUS. They may also meet at any other time in a SGM called under this Constitution.
- 18.1.2 The AGM of AUS shall be held no later than 30 June in each calendar year and held in accordance with the provisions of the Corporations Act and this Constitution.
- 18.1.3 All Meetings of Members other than the AGM shall be SGMs and shall be held in accordance with this Constitution. An SGM may be called at any time by no fewer than ten (10) Members, or by the Board, or by a member appealing a decision under Rule 13.5 by giving written notice to the CEO under Rule 13.5 or Rule 18.4.6.

18.2 POWERS OF MEETINGS OF MEMBERS

- 18.2.1 Meetings of Members shall act in accordance with this Constitution, and for the mutual and collective benefit of AUS, the Members, and University Sport. The Meetings of Members shall have the power to:
- (a) confirm and endorse the major strategic directions of AUS and any proposed changes to them;
 - (b) alter this Constitution by special resolution;
 - (c) review and comment on the performance of AUS and the Board;
 - (d) determine matters referred to it under this Constitution;
 - (e) where appropriate under this Constitution, terminate the membership of Directors;
 - (f) appoint a Patron and Vice-Patron(s); and
 - (g) discuss and advise the Board on any matter referred to it by the Board or on which an absolute majority of Members attending a Meeting agree to so consider. (See Rule 18.4.5)

18.3 PARTICIPANTS IN MEETINGS

- 18.3.1 The chairperson at Meetings of Members shall be the Chair of the Board appointed under Rule 17.1.3 or in the absence of the Chair, such other person appointed as chairperson for the meeting under Rule 17.1.6. The Chair of a Meeting has a deliberative vote, and in the event of a tied vote, a casting vote on all matters for decision at the Meeting.
- 18.3.2 The Delegates for a Meeting shall be:
- (a) one (1) individual appointed by each Member; and
 - (b) one (1) Director appointed by the Board.
- 18.3.3 The Chair and the CEO cannot act as Delegates.

- 18.3.4 No individual shall act as a Delegate for more than one (1) Member at a Meeting of Members.
- 18.3.5 The names of the Delegates appointed by a Member under Rule 18.3.2, must be forwarded to the CEO by the authorised representative of that Member by a date and time determined by the Board prior to the commencement of each Meeting.
- 18.3.6 Subject to Rule 18.4.11, each Delegate shall represent and vote on behalf of the Member appointing them or the Board, as the case may be.
- 18.3.7 All Life Members, Directors, the CEO, and other Officers of AUS are entitled to attend and speak at Meetings but shall not (unless also a Delegate or the Chair) be entitled to vote. Members are entitled to have no more than two observers in attendance at Meetings of Members but such observers are not entitled to speak (unless permitted to do so by the Chair) or to vote.

18.4 MEETING REQUIREMENTS AND PROCEDURES

- 18.4.1 Notice of an AGM must be given in writing no fewer than sixty (60) days before its date by the CEO to the Board, the Officers and the Members specifying:
- (a) the date and place for the AGM, and
 - (b) the closing date for the receipt of nominations for elections and the submission of items of business (under Rule 18.4.2).
- 18.4.2 Subject to Rule 29 concerning any proposed alterations to this Constitution, not fewer than thirty (30) days before the date set for the AGM, notice of agenda items and nominations under Rule 17.2.2 must be received in writing by the CEO.
- 18.4.3 Business to be conducted at the AGM includes:
- (a) the Annual Report of AUS (Rule 21),
 - (b) items of business of which notice has been given under particular rules such as Rule 18.4.2, and Rule 29;
 - (c) elections of the Elected Directors as required;
 - (d) the approval of the appointment of a Patron or Vice Patron(s) under Rule 26.2; and
 - (e) any proposed alterations to this Constitution.
- 18.4.4 An agenda and supporting documentation for the business to be conducted at an AGM shall be forwarded by the CEO to the Board, and all Members by no fewer than twenty (20) days before the date of the meeting. The agenda should identify any matters requiring other than a majority vote in favour to be passed, such as special resolutions.
- 18.4.5 Any items of business not listed on the agenda may only be discussed by agreement of an absolute majority of those Members entitled to vote at the meeting, and resolutions on such items shall require a majority of 75% of those entitled to vote at the meeting to be passed.

- 18.4.6 An SGM may be called at any time by the Board or by not fewer than ten (10) Members or by a member appealing a decision under Rule 13.5 by giving written notice to the CEO in the form specified by the By Laws.
- 18.4.7 Upon receipt of a request for a SGM not fewer than twenty one (21) days written notice must be given to the Board and the Members by the CEO of:
- (a) the date and place for the SGM, and
 - (b) the item(s) of business to be discussed.
- 18.4.8 Each Delegate of a Member present in person or by proxy at a Meeting of Members shall be entitled to vote on the basis of one (1) vote for the first 10,000 Units or two (2) votes for Units in excess of 10,000; except in the case of the election of Directors at which each delegate present and entitled to vote will have only one vote. The Chair and the Delegate of the Board shall be entitled to one (1) vote each.
- 18.4.9 Voting at Meetings of Members shall be by a majority of votes of those Delegates and the Chair present, in person or by proxy, and entitled to vote, except in cases where this Constitution require a special resolution, an absolute majority or some other requirement
- 18.4.10 Unless specified otherwise in the By Laws, voting at Meetings of Members may be by a show of hands. A secret ballot shall be conducted if requested by not fewer than twenty (20) percent of the total number of Delegates present, in person or by proxy, and entitled to vote at the Meeting. The By Laws shall specify the method of voting for elections.
- 18.4.11 If the voting on any resolution not requiring more than a simple majority is equal, the Chair (or in the absence of the Chair, the Deputy Chair or in the absence of the Deputy Chair such other Director who chairs the meeting), shall have a casting vote.
- 18.4.12 All votes at Meetings of Members must be made personally by the Delegates and the Chair or by proxy vote made in accordance with this Rule. Each Delegate is entitled to appoint another Delegate in their absence as their proxy to vote on their behalf at a Meeting. Only proxies which indicate whether the Delegate is voting in favour of, or against, the proposed resolution as set out in their proxy shall be valid. General proxies are not valid. No Delegate may hold proxies for more than 3 Delegates. Notice must be given by the Delegate wishing to appoint a proxy to the CEO by no later than 24 hours before the commencement of the meeting in respect of which the proxy is appointed. The notice appointing the proxy must be in the form set out in the By-Laws.
- 18.4.13 At least half the total number of Delegates plus one, who are entitled to vote at a Meeting, must be present at a Meeting to constitute a quorum.

PART VI FINANCIAL MATTERS**19. FINANCIAL YEAR**

The financial year of AUS shall be determined by the Board from time to time.

20. FUNDS

20.1 The funds of AUS may be derived from Membership Fees, donations, sponsorships, interest earnings, grants, and such other sources as the Board determines.

20.2 Any two Directors, or the CEO and a Director, may sign, draw, accept, endorse or otherwise execute a negotiable instrument. This provision is subject to the Board determining by resolution that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

20.3 The Board shall determine by resolution the basis upon which other transfers of money, including electronic transfer, can be made and accepted and shall specify the authority necessary for various classes of such transfers and limits to such authority. The Board has authority to authorize any such transfer for any amount for the purpose of fulfilling its own responsibilities under this Constitution

20.4 True accounts shall be kept of the sum of money received and expended by AUS and the manner in respect of which such receipt and expenditure takes place and of the property, assets and liabilities of AUS shall be open to the inspection by the Members through their authorised representative, and Directors.

20.5 At least once in every year the accounts of AUS shall be examined by one or more registered company auditors who shall report to the Members in accordance with generally accepted accountancy principles and/or practices and/or the provisions of the Corporations Act.

21. ANNUAL REPORT

21.1 The Board shall prepare an Annual Report for presentation to the AGM which contains:

- (a) the audited annual financial statements as required under the Corporations Act, and
- (b) an annual report of the year's activities, including an assessment of progress made during the year in the achievement of the various components of the Strategic Plan.

21.2 The annual financial statement in Rule 21.1(a), shall be audited by an auditor appointed by the Board. The auditor shall be a practising chartered accountant.

22. COMMON SEAL

22.1 AUS shall have a common seal.

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

23. CUSTODY OF DOCUMENTATION

- 23.1** The CEO must keep in his or her custody at the Office or under his or her control, all records, books and other documents relating to AUS and such records, books and other documents must be kept in accordance with the Corporations Act.
- 23.2** The accounting records and minutes of Meetings of Members must be open to inspection, free of charge, by any Member, through their authorised representative, at any reasonable time.

PART VII DISPUTES AND DISCIPLINE

24. DISPUTES

- 24.1** If any dispute arises out of the interpretation of this Constitution or the By-Laws or any matter concerning AUS and such dispute:

- (a) does not directly involve the Board or a Director;
- (b) is not a matter which the Board determines should be referred to the Disciplinary Committee under Rule 25.1.1; or
- (c) does not involve the termination of a Member's Membership under Rule 13;

the dispute must be referred in writing to a Judiciary Committee appointed by the Board. The dispute will be handled by the Judiciary Committee in accordance with the Bye-Laws. Its decisions shall be final and binding.

- 24.2** If any dispute arises out of the interpretation of this Constitution or the By-Laws or any matter concerning AUS and such dispute directly involves the Board or a Director then the dispute shall be resolved by the following process:

- (a) By the parties acting in good faith to seek an agreement, or
- (b) Failing such agreement, by a party or the parties appointing an independent third person to conciliate or mediate between them, or
- (c) Failing agreement at conciliation or mediation referred to in (b) above, by arbitration before the Court of Arbitration in Sport according to the Code of Sports Related arbitration. The decision of the arbitrator shall be final and binding.

25. DISCIPLINARY MATTERS AND PROCESSES

- 25.1** Without limiting the Board's powers under Rule 17.5, an allegation by an individual or organisation that a Member or one of its Delegates or authorised representatives in respect of AUS or its events and activities, Student Participant, Team Official, Officer, Director or Appointed Official has:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, any other policy, resolution or determination of a Meeting of Members, the Board,, or under any rules of a University Sport event or activity; or

(b) acted in a manner which is unbecoming of a Member, Director, Representative or Delegate of a Member, Student Participant, Team Official or Appointed Official and/or is prejudicial to the Objects Functions and interests of AUS and/or University Sport; or

(c) brought AUS or University Sport into disrepute,

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

25.2 Cases that the Board considers do not warrant formal investigation and determination can be dealt with through mediation, conciliation or other suitable informal process as determined by the Board.

25.3 The Board may commence investigatory or disciplinary proceedings ("Proceedings") against a Defendant by referring the matter to the Disciplinary Committee to hear and determine a matter or matters under the By-Law.

25.4 The Disciplinary Committee shall normally consist of not less than three (3) persons designated by the Chair and CEO from a panel appointed annually by the Board. The Board shall appoint a chairperson from one of the members appointed to the Disciplinary Committee. A Director may not sit on the Disciplinary Committee.

25.5 Decisions on matters referred to the Disciplinary Committee shall be made and determined by that Committee in accordance with the By-Laws.

25.6 The Defendant, any other party to the Proceedings, or the Board may appeal a decision of the Disciplinary Committee within 14 days of the decision by submitting it to arbitration before the Court of Arbitration for Sport, and by giving written notice of such appeal to the Disciplinary Committee, the Board and the other party.

25.7 The arbitrator appointed by the Court of Arbitration for Sport shall determine the appeal in accordance with the Code of Sports related Arbitration.

25.8 The decision of the arbitrator shall be final and binding.

PART VIII MISCELLANEOUS

26. PATRON AND VICE PATRONS

26.1 There shall be one Patron and up to two Vice Patrons. Patron and Vice-Patrons are entitled to attend and speak at Meetings of Members but shall have no right to vote

26.2 The Board may make recommendations to an AGM or a SGM of persons it considers suitable and willing to hold the offices of Patron and (if any) Vice-Patron/s, for approval by simple majority of those present, in person or by proxy, and entitled to vote.

26.3 The Patron and (if any) Vice-Patron/s shall remain in office for a period of two years but may be reappointed.

27. APPLICATION OF INCOME

27.1 The income and property of AUS shall be applied solely towards the promotion of the Object of AUS as set out in this Constitution.

27.2 Except if otherwise provided in this Constitution:

- (a) no portion of the income or property of AUS shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, Director or Officer; and
- (b) no remuneration or other benefit in money or money's worth shall be paid or given by AUS to any Member, Director or Officer.

27.3 Subject to Rule 17.7, nothing in Rule 27.2 shall prevent payment in good faith of, or to, any Member, Director or Officer for:

- (a) any out-of-pocket expenses incurred by the Member, Director, or Officer on behalf of AUS in accordance with the procedures, processes and standards specified by the Board;
- (b) any services actually rendered to AUS whether as an employee or otherwise;
- (c) goods supplied to AUS in the ordinary and usual course of operation;
- (d) interest on money borrowed from any Member, Director or Officer;
- (e) rent for premises demised or let by any Member, Director or Officer to AUS;

provided that any such payment shall not exceed the amount ordinarily payable between the parties had the person or organisation not been a Member, Director or Officer.

28. INSURANCE

28.1 The Board of AUS must effect and maintain insurance as required under the Corporations Act.

28.2 In addition to the insurance required under Rule 28.1, the Board has the responsibility to effect and maintain such other insurance as it considers appropriate

29. ALTERATIONS TO THIS CONSTITUTION

29.1 Subject to Rule 29.2, this Constitution may only be amended, added to or repealed by Special Resolution.

29.2 Notwithstanding the provisions of Rules 18.4.2. and 18.4.6, notice of an intention to alter this Constitution, and full details of the proposed alterations, must be given by a Member or the Board to the CEO no fewer than (50) days prior to the Meeting of Members which is to consider them. Upon receipt of such notice, the CEO shall consult the Board and obtain such legal and other advice as considered necessary and helpful for Members' consideration of the proposed alterations. Such advice should be circulated with the agenda for the Meeting, or as soon as possible after such circulation.

30. BY-LAWS

- 30.1** The Board may make, amend and repeal such By-Laws as it considers necessary or desirable. Such By-Laws must be consistent with this Constitution and with the resolutions of Meetings of Members.
- 30.2** All By-Laws shall be binding on AUS, the Members, the Directors, Officers and Appointed Officials.
- 30.3** All By-Laws and any amendments to them, shall be advised to all Members in writing, as soon as reasonably practicable after their approval by the Board.
- 30.4** All By-laws which were in force prior to the commencement of this Constitution shall remain in force upon commencement of this Constitution until amended or repealed by the Board.

31. WINDING UP

- 31.1** Subject to this Rule 31, AUS may be wound up in accordance with the provisions of the Corporations Act.
- 31.2** AUS may voluntarily wind itself up if no fewer than seventy five percent of those present, in person or by proxy, and entitled to vote at a SGM called for that purpose pass a resolution to do so.
- 31.3** If upon winding up or dissolution of AUS there remains after satisfaction of all its debts and liabilities any assets or property, these shall not be paid to or distributed amongst the Members of AUS but shall be given or transferred to some body or bodies having purposes similar to the object and functions of AUS
- 31.4** The body or bodies referred to in Rule 31.3 must prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on AUS by this Constitution, must not be carried on for profit, and must be similarly exempt from income tax.
- 31.5** The body or bodies referred to in Rule 31.3 are to be determined by the Members of AUS at or before the time of dissolution. If the Members cannot decide such determination shall be made by such judge of a Supreme Court as may have or acquire jurisdiction in the matter.

32. INDEMNITY

- 32.1** AUS shall, to the extent permitted under the Corporations Act, indemnify its Directors, Officers, Appointed Officials and employees against all damages and costs (including legal costs) for which any such Director, Officer, Appointed Official or employee may be, or become, liable to any third party as a result of any act or omission, (except wilful misconduct):
- (a) in the case of a Director, Officer or Appointed Official, performed or made whilst acting on behalf of and with the authority, express or implied, of the Board, and
 - (b) in the case of an employee, performed or made in the course of, and within the scope of their employment by AUS.

33. COLOURS

- 33.1** The colours of AUS for use in its logo(s), and promotional material shall be red, blue and yellow or as otherwise described in the By-Laws.
- 33.2** Members may use these colours in logos and promotional material of their own. Members must obtain express permission in advance from the CEO to use them in the same design, or a substantially similar design, to the design used by AUS.

SCHEDULE 1 DEFINITIONS (Rule 4.1)

"Annual Report" means the report described under Rule 21.

"Annual General Meeting" and **"AGM"** mean the Meeting of Members held annually as described in Rule 18.

"Appointed Director" means a Director appointed under Rule 17.1.1(b).

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

"AUS" means Australian University Sport Incorporated and includes its Members, Directors and other officers as defined in Rule 15, employees, and authorised agents.

"Australian University" means a University which is a member of Universities Australia, or such other University located in Australia which is deemed eligible for Membership of AUS by a Meeting of Members on the recommendation of the Board.

"Authorised Representative" means a person who is authorised for the time being in writing by a University or a Member to act on behalf of that University or Member in respect of any action or matter provided for in this Constitution including Rule 14.4 and Rule 18.3.

"Board" means the Board as defined in Rule 16.

"By-Laws" means the By-laws made under Rule 30.

"Chair" means the Chair of AUS appointed under Rule 17.1.3.

"Chief Executive Officer" and **"CEO"** mean the Chief Executive Officer of AUS for the time being appointed under Rule 16.

"Constitution" mean this Constitution.

"Corporations Act" means the Corporations Act 2001 (Cth) as amended from time to time.

"Delegate" means a person appointed by a Member or the Board to be its representative at a Meeting of Member under Rule 18.3

"Deputy Chair" means the Deputy Chair of AUS appointed under Rule 17.1.4.

"Directors" means the persons elected and appointed to the Board under Rule 17.

"Elected Directors" means a Director elected under Rule 17.1.1(a).

"FISU" means the International University Sports Federation which administers and promotes University Sport internationally.

"Intellectual Property" means all rights and/or goodwill in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks relating to AUS or any event, or any competition or University Sport activity or program of or conducted, promoted or administered by AUS.

"Life Members" means those individuals described in Rule 9.

"Meeting of Members" means an Annual General Meeting or a Special General Meeting of Members under Rule 18.1.

"Member University" means a University which is a Member of AUS or which has designated a Member of AUS under Rule 8.1(b).

"Member" means a Member of AUS as specified in Rule 7.

"Membership Fee" means any fee payable by the Members to AUS as provided for in Rule 10.

"Object" means the Object of AUS described under Rule 2.1 of this Constitution.

"Office" means the principal place where the activities of AUS shall be administered as described in Rule 6.

"Officer" means an individual holding one of the positions described in Rule 15.

"Patron" means the individual elected as such under Rule 26.

"Register" means the register of Members and Officers of AUS specified in Rule 12.

"Special General Meeting" or **"SGM"** means a Meeting of members called under Rule 18 other than the Annual General Meeting.

"Special Resolution" has the same meaning as in the Corporations Act.

"Sport" means the sports or physical recreation activities as determined by the Board from time to time as part of University Sport under the By-Laws:

"Student Participant" means a person who meets the requirements of Rule 14.1, and who seeks to participate, or is participating, in University Sport.

"Team Official" means any person who acts in a managerial, coaching, or other supporting capacity on behalf of any Member in respect of student participants representing that Member in any event or competition run by AUS or authorised by AUS. (See Rule 14.4)

"Units" means a representation of the total number of students at the Member/ university or other tertiary organisation of the Member as determined by the Commonwealth Department responsible for Higher Education calculated on the following formula:

(a) + (b) + (c)

where:

(a) means the number of full time students multiplied by 1.0;

(b) means number of part time students multiplied by 0.5;

(c) means the number of external students multiplied by 0.166.

"University Sport" means any activity or event (including one involving a Sport) which is either held by, hosted on behalf of AUS, or which is sanctioned by the Board in

accordance with the By-Laws, including the World University Games and World University Championships and can include events at international, national, regional and local levels.

“Vice Patron” means an individual elected to that position under Rule 26.

SCHEDULE 2 RESPONSIBILITIES OF DIRECTORS AND OFFICERS (*Rule 17.8*)

The responsibilities of Directors and Officers referred to in the AUS Constitution (Rule 17.8) include those set out in the Corporations Act and:

1. A duty to act in best interests of AUS

A director or officer must exercise his powers and discharge his duties:

- (a) in good faith in the best interests of the AUS as a whole, and
- (b) for a proper purpose.

2. A duty to exercise care and diligence

A director or officer must exercise his powers and discharge his duties with the degree of care and diligence that a reasonable person would exercise if they were a director or officer in the same circumstances.

3. A duty not to improperly use position

A director or officer must not improperly use his position:

- (a) to gain an advantage for himself or someone else, or
- (b) to cause detriment to the AUS.

4. A duty not to improperly use information

A person who gains information because he is, or has been a director or officer must not improperly use that information:

- (a) to gain an advantage for himself or someone else, or
- (b) to cause detriment to the AUS.

5. A duty to disclose material interests

- (1) A director of AUS who has a material personal interest in a matter that relates to the affairs of AUS must give the other directors notice of the interest unless paragraph (2) says otherwise.
- (2) The director does not need to give notice of an interest under paragraph (1) if:
 - (a) the interest:
 - (i) arises because the director is a member of AUS and is held in common with the other members of AUS; or
 - (ii) arises in relation to the director's remuneration as a director of AUS; or
 - (iii) relates to a contract AUS is proposing to enter into that is subject to approval by the members and will not impose any obligation on AUS if it is not approved by the members; or

- (iv) arises merely because the director is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to AUS; or
 - (v) arises merely because the director has a right of subrogation in relation to a guarantee or indemnity referred to in subparagraph (iv); or
 - (vi) relates to a contract that insures, or would insure, the director against liabilities the director incurs as an officer of AUS (but only if the contract does not make AUS or a related body corporate the insurer); or
 - (vii) relates to any payment by AUS or a related body corporate in respect of an indemnity permitted under section 199A of the Corporations Act or any contract relating to such an indemnity; or
 - (viii) is in a contract, or proposed contract, with, or for the benefit of, or on behalf of, a related body corporate and arises merely because the director is a director of the related body corporate; or
- (b) all the following conditions are satisfied:
- (i) the director has already given notice of the nature and extent of the interest and its relation to the affairs of AUS under subsection (1); and
 - (ii) if a person who was not a director of AUS at the time when the notice under subsection (1) was given is appointed as a director of AUS—the notice is given to that person; and
 - (iii) the nature or extent of the interest has not materially increased above that disclosed in the notice; or
- (c) the director has given a standing notice of the nature and extent of the interest under paragraph (1) and the notice is still effective in relation to the interest.
- (3) The notice required by paragraph (1) must:
- (a) give details of:
 - (i) the nature and extent of the interest; and
 - (ii) the relation of the interest to the affairs of AUS; and
 - (b) be given at a directors' meeting as soon as practicable after the director becomes aware of their interest in the matter.
- The details must be recorded in the minutes of the meeting.
- (4) A director of AUS who has an interest in a matter may give the other directors standing notice of the nature and extent of the interest in the matter in accordance with subsection (5). The notice may be given at

any time and whether or not the matter relates to the affairs of AUS at the time the notice is given.

- (5) The notice under subsection (4) must:
- (a) give details of the nature and extent of the interest; and
 - (b) be given:
 - (i) at a directors' meeting (either orally or in writing); or
 - (ii) to the other directors individually in writing.

The standing notice is given under subparagraph (b)(ii) when it has been given to every director.

- (6) If the standing notice is given to the other directors individually in writing, it must be tabled at the next directors' meeting after it is given.
- (7) The director must ensure that the nature and extent of the interest disclosed in the standing notice is recorded in the minutes of the meeting at which the standing notice is given or tabled.
- (8) The standing notice:
- (a) takes effect as soon as it is given; and
 - (b) ceases to have effect if a person who was not a director of AUS at the time when the notice was given is appointed as a director of AUS.

A standing notice that ceases to have effect under subparagraph 8(b) commences to have effect again if it is given to the person referred to in that paragraph.

- (9) The standing notice ceases to have effect in relation to a particular interest if the nature or extent of the interest materially increases above that disclosed in the notice.
- (10) A director of AUS who has a material personal interest in a matter that is being considered at a directors' meeting must not:
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter.
- (10A) Subsection (10) does not apply if:
- (a) subsection (8) or (9) allows the director to be present; or
 - (b) the interest does not need to be disclosed under section 191 of the Corporations Act.
- (11) The director may be present and vote if directors who do not have a material personal interest in the matter have passed a resolution that:

- (a) identifies the director, the nature and extent of the director's interest in the matter and its relation to the affairs of AUS; and
 - (b) states that those directors are satisfied that the interest should not disqualify the director from voting or being present.
- (12) The director may be present and vote if they are so entitled under a declaration or order made by ASIC under section 196 of the Corporations Act.
- (13) If there are not enough directors to form a quorum for a directors' meeting because of subsection (10), 1 or more of the directors (including those who have a material personal interest in that matter) may call a general meeting and the general meeting may pass a resolution to deal with the matter.