

CONSTITUTION WRESTLING SA INC.

This constitution was adopted at a Special General Meeting on 21st September, 1999 in accordance with the rules and regulations of the existing Constitution and replaces the Constitution Registered Number 11029J lodged at the Corporate Affairs Commission on 21st January, 1987.

On 31st May, 2000 this Constitution was lodged at the Corporate Affairs Commission Lodgement No. 15749810 and Document Number 419005 on Form ID BP2 AO. The Corporate Affairs Commission, specified that the following addition regarding powers of an incorporated association be inserted in this constitution as 4(iv).
Association Incorporation Act 1985 - Part 3 - Division 4 - Powers 25

4 (iv) " Powers of an incorporated association

For the purpose of carrying out its objects, an incorporated association may, subject to this Act and its rules -

- a) acquire, hold, deal with, and dispose of, any real or personal property; and
- b) administer any property on trust; and
- c) open and operate ADI accounts; and
- d) invest its moneys-
 - i) in any security in which trust moneys may, by Act of Parliament, be invested: or
 - ii) in any other manner authorised by the rules of the association; and
- e) borrow money upon such terms and conditions as the association thinks fit; and-
- f) give such security for the discharge of liabilities incurred by the association as the association thinks fit; and
- g) appoint agents to transact any business of the association on its behalf; and-
- h) enter into any other contract it considers necessary or desirable. "

NAME

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1 Name-

1.1 The name of the incorporated association is:-

WRESTLING SA INC. in this Constitution called "the Association ".)

2 Definitions

In this Constitution, unless the contrary intention appear:

"Annual General Meeting" means a meeting held by the Association in accordance with clause 10;

"Associate Body" means a Body associated with the sport of Wrestling.

"AWU" means the Australian Wrestling Union Incorporated ARBN "A13442Z";

"Committee" means the Executive Committee of the Association as set out in clause 8.1;

"Financial Year" means the year commencing on the first day of January and ending on the thirty first of December in each calendar year;

"General Meeting" means either Annual General Meeting or Special General Meeting as the context requires;

"Life Member" means Members elected to the Association in accordance with clause 5.3;

"Logo" means the representation of the logo found in Annexe A;

"Member" means a Member of the Association;

"Officers" means Officers of the Association as set out in clause 8.2;

"Ordinary Members" means Members elected to the Association, other than Officers.

"President" means the President of the Association;

"Recognised Body" means a recognised Body as set out in clause 5.4;

"Secretary" means the Secretary of the Association, who may fulfill the functions of the Public Officer as required under the relevant State act;

"Special General Meeting" means a meeting held by the Association in accordance with clause 11

3 Relationship with the AWU.

3.1 The Association is an incorporated association of members established to operate in a manner within the activities and objectives of the A WU.

3.2 Where this Constitution is inconsistent with the Constitution, by-laws or directives of the A WU, the latter will prevail, and this Constitution, to the extent of any inconsistency, will be invalid.

4. Objects

The objects of the Association shall be:

- (i) To control, integrate and foster participation of wrestling at the State level;
- (ii) To promote recognition of wrestling as a leading participative sport;
- (iii) To act in the interests of sport, and wrestling in particular.

5. Membership

5.1 Membership of the Association will consist of:

- (i) Recognised Bodies;
- (ii) Associate Bodies;
- (iii) Life Members;
- (iv) Ordinary Members;
- (v) Junior Members.

5.2 The Committee may approve by majority the admission of a new Member provided that the new Member is:

- (i) a Recognised Body as defined in clause 5.4 of the Constitution;
- (ii) an Associate Body and provided that the Body has a legitimate interest in the activities of the sport of wrestling;
- (iii) an Ordinary Member and provided that he or she is over the age of eighteen (18) years.
- (iv) a Junior Member, being a person who is under the age of eighteen (18) years.

5.3 Life membership of the Association may be conferred by the Members in General Meeting on the recommendation of the Committee, upon any individual who has provided meritorious services to the Association and the sport of wrestling, provided that:

- (i) not more than two Life Members shall be elected in anyone year;
- (ii) notice to elect a Life Member shall be given in writing to the President not less than sixty (60) days prior to the date of the General Meeting;
- (iii) the recommendation of the Committee shall be distributed to Members not less than thirty (30) days prior to the date of the general Meeting;
- (iv) the election of a Life Member shall require a special majority
- (v) a Life Member shall be a permanent Member of the Association without

- (vi) voting power
a Life member appointed as an office bearer shall be entitled to vote within the Executive.

5.4 Recognised Bodies

- (a) A Recognised Body must:
 - (i) be an organisation whose major purpose is to conduct activities that relate to participation in the sport of wrestling at the club level;
 - (ii) have a membership, the majority of which is made up of wrestlers who are regularly involved in wrestling competition and training;
 - (iii) demonstrate its involvement (as evidenced with draw and bout sheets) in competitive wrestling either through the organisation of competitions or involvement in competitions at state level;
 - (iv) demonstrate that its Members are provided with training facilities or be involved generally in the training of wrestlers at club level.
- (b) In determining whether it is satisfied that the organisation meets the requirement of clause 5.4(a) the Committee must request that the organisation provide appropriate written evidence of its purpose, membership structure and activities.

5.5 A nomination of a person or Body for membership of the Association:

- (i) shall be made in writing in the form set out in
- (ii) shall be lodged with the Secretary of the Association

5.6 As soon as is practicable after the receipt of the nomination, and within six weeks of receipt of the nomination, the Secretary shall refer the nomination to the Committee. The Committee shall determine whether to approve or reject the nomination in accordance with this Constitution ..

5.7 The Secretary shall, upon the Committee's approval of a nomination, notify the nominee that he, she or it is approved for membership and request payment of the entrance fee and the annual subscription within 28 days.

5.8 The Secretary shall enter the nominee's name upon payment of the amount in clause 5.10 in the register of Members and upon entry in the register the nominee shall become a Member.

5.9 A right, privilege or obligation of a Member of the Association

- (i) is not capable of being transferred or transmitted to another person; and
- (ii) terminates upon the cessation of his or her membership whether by death or resignation. or other wise

5.10 The annual subscription is [insert amount] and is payable in advance on or before 1 February in each year.

5.11 The Secretary shall keep and maintain a register of Members in which shall be entered the full name, address and date of entry of each Member and the category of membership. The register shall be available for inspection by Members, the A WU and the AOC at the address of the Secretary/Public officer.

5.12 A Member may resign from the Association by providing written notice of their resignation to the Secretary. Such resignation will be effective from the date of the Member's notice.

5.13 The register shall note in the register of Members the date on which the Member ceased to be a Member upon receipt of a Member's notice of resignation.

6. Interim Committee

- 6.1 The AOC will appoint an Interim Committee upon adoption of this Constitution.
- 6.2 The Interim Committee will consist of three (3) officers. One member of the Committee of the [e.g. QAWA] that was in existence immediately prior to the adoption of this Constitution, a representative of the AOC who will act as Chair, and a member of the State Olympic Council. If it is determined by the Interim Committee that another body may represent possible Recognised Bodies within the State, an additional representative from that body may be added to the Interim Committee.
- 6.3 The Interim Committee's sole function is to determine whether organisations applying for membership as Recognised Bodies meet the criteria contained in clause 5.4(a) of this Constitution.
- 6.4 Organisations applying for membership as Recognised Bodies must forward applications containing sufficient information to address the criteria contained in clause 5.4(a) to the interim Committee within two (2) months of the adoption of this Constitution .
- 6.5 Where an applicant is refused membership as a Recognised Body:
- (i) the Interim Committee will provide the applicant with written reasons of the decision to refuse membership
 - (ii) the applicant may seek review of the Interim committee decisions by a delegate appointed by the AOC. The AOC delegate's decision will be final.
- 6.6 Where the Interim Committee determines that no Recognised Bodies exist within a State or Territory, then it will determine that no valid State Association exists.
- 6.7 The Interim Committee will cease to function four (4) months after the adoption of this Constitution at which time the Committee will be elected in accordance with this Constitution.

7. Management of the Association

The Committee:

- (i) will control and manage the business and affairs of the Association; and
- (ii) subject to this Constitution, has the power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

8. Composition of the Committee

- 8.1 The Committee will consist of:
- (i) the Officers;
 - (ii) two ordinary Members elected from the delegates of the Recognised Bodies; and
 - (iii) two delegates from each Recognised Body.
- 8.2 The Officers will consist of:
- (i) a President;
 - (ii) a Vice President;
 - (ii) a Secretary; and
 - (iii) a Treasurer.

- 8.3 The Officers and ordinary Members of the Committee will be elected at the Annual General Meeting of the Association.
- 8.4 Each Officer and Ordinary Member of the Committee will, subject to this Constitution, hold office for the period from their election to the Annual General Meeting next following their election.
- 8.5 Nominations of candidates for election as officers of the Association or as ordinary Members of the Committee
- (i) shall be made in writing, signed by two (2) Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (ii) shall be delivered to the secretary of the Association not less than fourteen (14) days before the date fixed for the holding of the annual general meeting.
- 8.6 A candidate must be eligible to vote at Meetings of the Association in order to be nominated.
- 8.7 Nominations of candidates may only be made by Members of the Association that are eligible to vote at General Meetings.
- 8.8 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 8.9 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 8.10 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 8.11 The ballot for the election of officers and ordinary Members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee determines.
- 8.12 A person may not hold more than one position on the Committee
- 8.13 In the event of a casual vacancy occurring in the office of an Ordinary Member of the Committee, the Committee may appoint a Member of the Association to fill the vacancy and the Member so appointed will hold office, subject to this Constitution, until the expiration of the balance of the term of the Ordinary Member they replace.
- 8.14 In the event of a casual vacancy in any office referred to in clause 8.2, the Committee may appoint one of its Ordinary Members to the vacant office and the Ordinary Member so appointed will hold office, subject to this Constitution, for the balance of the term of the original Officer they replace.
- 8.15 The Committee will appoint two of the Members of the Committee as the Association's delegates to the A WU. The delegates will attend A WU general meetings and report to the Committee. The delegates will be appointed by the State Association annually.
- 8.16 For the purpose of these rules, the office of an Officer of the Association or of an Ordinary Member of the Committee becomes vacant if the Officer or Ordinary Member:
- (i) ceases to be a Member of the Association;
 - (ii) becomes an insolvent under administration within the meaning of the

- Corporations Law; or
- (iv) resigns their office by notice in writing given to the Secretary;
- (v) becomes incapacitated; or
- (iv) is removed as set out in clause 20.

9. Committee Meetings

- 9.1 The Committee shall meet at least three (3) times in each year at such places and such times as the Committee may determine.
- 9.2 Special meetings of the Committee may be convened by the President or by any four Members of the Committee.
- 9.3 Notice shall be given to Members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 9.4 Any four Members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 9.5 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- 9.6 At meetings of the Committee
 - (i) the President or in his absence the Vice President shall preside; or
 - (ii) if the President and the Vice President are absent, such one of the remaining Members of the Committee as may be chosen by the Members present shall preside
- 9.7 Each Committee Member present at a meeting of the Committee is entitled to one vote and, in the event of a tied vote, the person presiding may exercise a second or casting vote.
- 9.8 Written notice of each Committee meeting shall be served on each Member of the Committee by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him or her at his or her usual address at least two (2) days before the meeting.

10 Annual General Meetings

- 10.1 The Association will in each calendar year convene an Annual General Meeting of its Members.
- 10.2 The Annual General Meeting will be held on such day as the Committee determines.
- 10.3 The ordinary business of the Annual General Meeting will be-
 - (i) to confirm the minutes of the last preceding Annual General Meeting and of any General Meetings held since that meeting; and
 - (ii) to receive from the Committee reports upon the transactions of the Association during the last preceding Financial Year; and
 - (iii) to elect Officers of the Association and the Ordinary Members of the Committee.
- 10.3 . The Annual General Meeting may transact special business of which notice is given in accordance with this Constitution ..

- 10.5 The Annual General Meeting will be in addition to any Special General Meetings that may be held in the same year.

All general meetings other than the annual general meeting shall be called special general meetings ..

11. Special General Meetings

- 11.1 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 11.2 The Committee will, on the requisition in writing of Members representing not less than 5 per cent of the total number of Members, convene a Special General Meeting of the Association.
- 11.3 A requisition in writing for a Special General Meeting will state the objectives of the meeting and will be signed by the Members making the requisition. The requisition must be received by the Secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- 11.4 If the Committee does not cause a Special General Meeting to be held within two months after the date on which the requisition received by the Secretary, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- 11.5 A special general meeting convened by Members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expense.

12. General Meeting

- 12.1 The Secretary will, at least sixty (60) days before the date fixed for holding a General Meeting of the Association, post to each Member a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 12.2 Should any Member desire to have any matter included in the agenda of a General Meeting, they will give written notice of the item to the Secretary not less than thirty (30) days prior to the meeting.
- 12.3 The agenda for a General Meeting will be posted to each Member by the Secretary at least fifteen (15) days prior to the meeting.
- 12.4 No business other than that set out in the agenda will be transacted at the meeting.

13. Business

- 13.1 All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- 13.2 No item of business will be transacted at a General Meeting unless a quorum of Members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 13.3 Five Members personally present (being Members entitled under this Constitution to

vote at a general meeting) constitute a quorum for the transaction of the business of a General Meeting.

14. Quorum

- 14.1 A quorum must be present within thirty (30) minutes of the appointed time for the commencement of the General Meeting.
- 14.2 Where the meeting has been convened by the requisition of the Members, and a quorum is not present, the meeting will be dissolved.
- 14.3 Where the meeting has not been convened by the requisition of the Members, and a quorum is not present;
- (i) the meeting will stand adjourned to the same day in the next week at the same time and place;
 - (ii) where this alternative is not practicable, the Chair will specify an alternative meeting .. This alternative will be confined by- written notice to the Members;
 - (iii) where a quorum is not present for the alternative General Meeting, the Members present (being not less than 3) will be a quorum. If there are less than three Members present the meeting will be dissolved.

15. Chair .

- 15.1 The President, or in his absence the Vice President will preside as Chair at each Committee Meeting or General Meeting of the Association.
- 15.2 If the President and Vice President are absent from a Committee Meeting or General Meeting, the Committee will elect, from the Members of the Committee, a Member of the Committee to preside as Chair at the meeting.

16. Voting

- 16.1 Two (2) delegates of each Recognised Bodies shall be entitled each to one vote on issues the involve the Association's:
- (i) Constitution
 - (ii) Election of representatives to the A WU Board
 - (iii) Election of Officers and Ordinary Members
- 16.2 Ordinary Members, Junior Members and Associated Bodies shall be entitled to vote on all other matters as determined by the Committee.
- 16.3 A question arising at a General Meeting or Committee Meeting will be determined by a show of hands unless a secret ballot is demanded. A secret ballot may be demanded on any issue at any meeting of the Association.
- 16.4 All votes will be given personally.
- 16.5 In the case of a tied vote on a question, the Chair of the meeting is entitled to exercise a second or casting vote.

17. Majority

The Chair of the meeting will declare that a resolution has been carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute books will be evidence of that fact.

18. Secretary

- 18.1 The Secretary of the Association will keep minutes of the resolutions and proceedings of each General Meeting and each Committee meeting in books provided for that purpose together with a record of the names of persons present at these meetings.
- 18.2 Except as otherwise provided in this Constitution, the Secretary will keep in their custody or under their control all books, documents (other than financial) and securities of the Association.

19. Treasurer and Finances

- 19.1 The Treasurer of the Association:
- (i) will collect, receive and bank all moneys due to the Association into the Association's own bank account;
 - (ii) will keep correct accounts and books (including a Cash Book) showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;
 - (iii) will make available for audit the financial records of the Association;
 - (iv) will report and make available all financial information to the AOC when requested by the AOC.
- 19.2 The accounts and books referred to in clause 19.1(ii) will be available for inspection by Members.
- 19.3 The Treasurer will make the accounts and books referred to in clause 19.1 (ii) available to any auditor nominated by the Committee.
- 19.4 The Treasurer will present audited annual statements of the finances of the Association to each Annual General Meeting.
- 19.5 The financial year of the Committee shall commence on the first day of January and end on the thirty-first day of December in each calendar year.
- 19.6 Each Member shall pay an annual subscription as is prescribed by clause 5.10 of this Constitution. Each annual subscription shall be payable on the first day of April in each year.
- 19.7 Failure by a Member to pay its annual subscription on or before the thirtieth day of June following the date on which it becomes due and payable shall entail the automatic suspension of the Member in default. Thereafter, the Committee may on payment of the money in arrears set aside such suspension and restore the defaulting Member to membership.

20. Removal of Members of the Committee

The Association in General Meeting may by resolution remove any Member of the Committee before the expiration of their term of office and appoint another Member in their place to hold office until the expiration of the term of the first-mentioned committee Member.

21. Resignation of Members

- 21.1 A Member may resign from the Association by first giving twenty-eight (28) days notice in writing to the Secretary of their intention to resign and upon the expiration

of that period of notice, the Member will cease to be a Member.

- 21.2 Upon the expiration of a notice given under clause 21.1, the Secretary will make in the register of Members an entry recording the date on which the Member by whom the notice was given ceased to be a Member.

22. Expulsion and Suspension of Members

- 22.1 Subject to this Constitution the Committee may by resolution:
- (i) expel a Member from the Association; or
 - (ii) suspend a Member from membership of the Association for a specified period.
- 22.2 The Member must be given notice in writing that they are encouraged to attend a meeting to discuss the complaint and/or to respond in writing to the complaint fifteen (15) days prior to the meeting.
- 22.3 That notice must state the place, date and time of the meeting.
- 22.4 The Committee must fairly consider the complaint and the Member's response to that complaint.
- 22.5 The Committee may by resolution:
- (i) dismiss the complaint; or
 - (ii) expel the Member from the Association; or
 - (iii) suspend the Member from membership for a specified period.
- 22.6 Within 14 days of the Committee's resolution, the Secretary must provide the Member with a copy of their resolution in writing.
- 22.7 The Secretary must advise the Member in writing that they may, within twenty-eight (28) days of the date of the letter containing the resolution, advise the Secretary that they wish to appeal the decision of the Committee to the Members at the next General Meeting.
- 22.8 The Committee's resolution will remain in effect unless the membership of the Association at a General Meeting overturns that resolution.
- 22.9 At a meeting of the Members held in accordance with clause 22.2, the Members;
- (i) will give to the Member an opportunity to be heard;
 - (ii) will give due consideration to any written statement submitted by the Member; and will by resolution determine whether to confirm or to revoke the resolution.

23. Alteration of this Constitution

- 23.1 This Constitution may be altered or added to if it is so resolved by three-quarters of the Members voting in person, or by proxy at a General Meeting of the Association.
- 23.2 All alterations or additions to this Constitution will be subject to the written approval of the Executive of the AOC.

24 Winding Up

- 24.1 The Association may be wound up voluntarily if it is so resolved by three quarters of the Members voting in person or by proxy at a General Meeting of the Association.

- 24.2 If on the winding up of the Association there remains after the satisfaction of all its debts, and liabilities, any property whatsoever, the same will not be paid to or distributed among the Members but will be transferred in such manner as the AGC directs in writing.
- 24.3 If on the winding up of the Association, there remains outstanding debts and liabilities, no liability will extend to the Association for the recovery of these debts or liabilities.

25 Notices

- 25.1 A notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post to the Member at their address shown in the register of Members.
- 25.2 Where a document is properly addressed, pre-paid and posted to a person as a letter, the document will, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

*Adopted at a Special
General Meeting of the Association
dated 21/9/99 - (see minutes)
D. Johnson
President
Abelwa Schumacher
Secretary*

FUJI XEROX