



Constitution

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AUSTRALIAN PARACHUTE FEDERATION LTD

ACN: 101 980 358

ABN: 75 061 266 510

ARBN: 101 980 358

STATUS: MANDATORY

This document is offered free to APF Members.

Warning

Parachuting and flying in parachuting aircraft can be dangerous.

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For further information visit www.apf.com.au

Requests for further information should be directed to:

Australian Parachute Federation,
PO Box 1440
Springwood QLD 4127

Email: apf@apf.com.au

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Constitution

AUSTRALIAN PARACHUTE FEDERATION LTD

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1. NAME OF THE COMPANY

The name of the company is the Australian Parachute Federation Ltd

2. DEFINITIONS AND INTERPRETATIONS

2.1 Definitions

In this Constitution unless the context requires otherwise:

AGM or **Annual General Meeting** means the annual General Meeting of the APF required to be held by the APF in each calendar year of the Corporations Act.

APF means the Australian Parachute Federation Ltd, the company to which this Constitution relates.

Appointed Council means the body responsible for administering Parachuting in its designated Council Area and which is an association or company having purposes consistent with the purposes of the APF and appointed by the APF as a Council in accordance with rule 7.3.

Appointed Director means a Director appointed under rule 18.6.

Associate Member means a person admitted to the APF as an Associate Member under rule 10.

Board means the body consisting of the Directors under rule 18.

CASA means the Civil Aviation Safety Authority the independent statutory authority responsible for safety regulation of civil air operations in Australia, and its successors or assigns.

Chairperson or **Chair** means the person elected as the Chair of the APF under rule 20.7(a).

Club means any club, organisation, centre, corporation, company or other institution, association or community, in whatever legal form, meeting the criteria set by the APF for Club membership from time to time and which is admitted to the APF as a Club under rule 9.

Committee means a committee established by the Board under rule 24.

Company Secretary or **Secretary** means a person appointed as a company secretary of the APF by the Board under rule 23.

Constitution means this Constitution as amended from time to time, and a reference to a particular rule is a reference to a rule of this Constitution.

Corporations Act means the *Corporations Act 2001 (Cth)* as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the APF.

Council is defined in rule 7.2(c).

Council Area means the area (including boundaries) recognised and prescribed by the APF from time to time under rule 7.1. For the avoidance of doubt, unless otherwise determined by the Board, each Council may only permit those Clubs which are located within the relevant Council Area to affiliate with it.

Council Nominated Directors means a person appointed or elected by a Council to represent it on the Board under rule 18.3.

Director means a director of the APF and includes Council Nominated Directors and Appointed Directors.

Executive Officer(s) means person or persons appointed as an Executive Officer by the APF Board under rule 22.

FAI means the Federation Aeronautique Internationale.

Full Term Member means a person admitted to the APF as a full term member under rule 10.

General Meeting means a general meeting of Members and includes the AGM.

Honorary Member means a person admitted to the APF as an Honorary Member under rule 8.

Individual Member means a person admitted to the APF as a Full Term Member, Short Term Member, Student Member, Associate Member or Life Member under rule 10.

Intellectual Property means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the APF or any activity of or conducted, promoted or administered by the APF.

IPC means the International Parachuting Commission.

Life Member means a person admitted to the APF as a life member under rule 10.

Member means a member of the APF under rule 6.

Model Council Rules mean the template Council Constitution prepared by the APF for Appointed Councils from time to time.

Objects mean the objects of the APF in rule 3.

Parachuting means parachuting or skydiving from an aircraft.

Register means the Register of Members kept as required by the Act.

Regulations mean bylaws, statutes, instructions, policy and procedures as determined by the APF.

Representative means a person (other than a proxy) appointed in accordance with the Corporations Act to represent a Member at a General Meeting of the APF.

Short Term Member means a person admitted to the APF as a Short Term Member under rule 10.

Special Resolution means a resolution that must be passed by a majority of at least 75% of votes exercisable by Members entitled to vote at the relevant General Meeting in accordance with this Constitution and/or the Corporations Act.

Student Member means a person admitted to the APF as a Student Member under rule 10.

Subcommittee Council means the body responsible for administering Parachuting in its designated Council Area and which is a subcommittee established by the APF in accordance with rule 7.4.

Telecommunications Meeting means a meeting held by telephone, video, any other technology (or any combination of these technologies), which permits each Director at a meeting of the Board to communicate with any other participant.

Voting Member means, in relation to a General Meeting, those Members entitled to vote.

2.2 General

(a) In this Constitution:

- (i) a reference to a function includes a reference to a power, authority and duty;
- (ii) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (iii) a reference to a Member present at a General Meeting means the Member present in person or by proxy or by its Representative;
- (iv) a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (v) words importing any gender include all other genders;
- (vi) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (vii) a reference to a Club includes a reference to its APF approved successors;
- (viii) words importing the singular include the plural and vice versa;
- (ix) a reference to a law includes regulations and instruments made under it;
- (x) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- (xi) the words include, includes, including and for example are not to be interpreted as words of limitation;
- (xii) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Board; and
- (xiii) writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

(b) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid

and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

- (c) The specification of the Objects in rule 3 are not in any particular order and are not to be construed so as to lead to the construction that any object is more important than any other object nor than any object which is specified in detail is more important than any object which has not been specified in detail, and no particular object will be limited by reference to any other and the rule of construction known as ejusdem generis rule shall not apply.

2.3 Corporations Act

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.
- (b) The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the APF.

2.4 Headings

Headings are inserted for convenience and do not affect the interpretation of this Constitution.

3. OBJECTS

The APF is the peak body for the administration and regulation of Parachuting in Australia and is established for the following Objects:

- (a) to promote and foster Parachuting and provide for its regulation and administration;
- (b) represent the interests of its Members and of Parachuting generally;
- (c) promote the safety of Members;
- (d) seek and obtain improved facilities for the enjoyment of Parachuting;
- (e) be the only administration organisation for recreational Parachuting recognised by CASA;
- (f) be the only Parachuting organisation in Australia recognised by the FAI, the IPC, the Air Sport Australia Confederation and the Australian Sports Commission and to be recognised as the authority on Parachuting;
- (g) act as final arbiter on all matters pertaining to the conduct of Parachuting activities in Australia, including disciplinary matters;
- (h) pursue such commercial arrangements as are appropriate to further the Objects;
- (i) use and protect the Intellectual Property;
- (j) have regard to the public interest in its operations; and
- (k) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS

Solely for furthering the Objects under rule 3, the APF, in addition to any other powers it has under the Corporations Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act.

5. INCOME AND PROPERTY OF APF

5.1 Sole Purpose

The income and property of the APF will only be applied towards the promotion of the Objects of the APF.

5.2 Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the APF; or
- (b) that is an incorporated association or company limited by guarantee having the same or similar objects as the APF where such payments are made in good faith and do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction; or
- (c) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (d) of reasonable rent for premises let to the APF by them.

6. MEMBERSHIP

6.1 Categories of Members

Members of the APF shall fall into one of the following categories:

- (a) Individual Members, which shall include the following categories:
 - (i) Full Term Members, who subject to this Constitution, shall have the right to receive notice of, attend, debate and vote at General Meetings;
 - (ii) Short Term Members, who subject to this Constitution, shall have no right to receive notice of General Meetings and no right to attend, debate or vote at General Meetings;
 - (iii) Student Members, who subject to this Constitution, shall have no right to receive notice of General Meetings and no right to attend, debate or vote at General Meetings;
 - (iv) Associate Members, who subject to this Constitution, shall have the right to receive notice of, attend and debate at General Meetings but shall have no right to vote at General Meetings; and
 - (v) Life Members, who subject to this Constitution, shall have the right to receive notice of, attend, debate and vote at General Meetings;

- (b) Clubs, who subject to this Constitution, shall have the right to receive notice of General Meetings but shall have no right to attend, debate or vote at General Meetings
- (c) Honorary Members, who subject to this Constitution shall have the right to receive notice of, attend, debate and vote at General Meetings; and
- (d) such other category of Member as may be created by the Board.

6.2 Admission of Members

A person will become a Member (or will have their membership renewed), and the Directors will direct the Company Secretary to record their name in the Register of Members kept by the APF, only in accordance with this Constitution including meeting the criteria applicable to the relevant category of membership set out in this Constitution.

7. COUNCILS

7.1 Council Areas

The APF will recognise and prescribe Council Areas and the boundaries of Council Areas will be as determined by the APF from time to time.

7.2 Council Rights, Privileges and Powers

- (a) The Board may from time to time grant or withdraw such of the rights and privileges of the APF (with or without conditions) and delegate such of the APF's powers (with or without conditions) to Councils or to an individual Council as the Board believes to be desirable for the promotion of the Objects.
- (b) Councils are not Members and do not enjoy any of the rights, privileges or authorities of Members under this Constitution.
- (c) For the purposes of this Constitution, "**Council**" means an Appointed Council or a Subcommittee Council.

7.3 Appointed Councils

- (a) The Board may by resolution recognise an entity as an Appointed Council and the body responsible for exercising the powers delegated to it by the Board within a Council Area subject to this Constitution, the Regulations and any other direction of the Board.
- (b) The Board may by resolution revoke the appointment of an Appointed Council. The Board is not required to provide reasons for its decision to do so.
- (c) Constitutions of Appointed Councils
 - (i) Each Appointed Council shall take all steps necessary to ensure its constituent documents conform with this Constitution and the Regulations, subject to any prohibition or inconsistency in any legislation applicable to that Council.
 - (ii) The APF may by Regulation specify the form of the Model Council Rules and where it has so specified, such Model Council Rules must be adopted by Councils. Where there is any inconsistency with any applicable State, Territory or Commonwealth legislation, the Model Council Rules may be modified to avoid any inconsistency but before modifying the Model Council Rules, the Appointed Council must seek prior approval from the APF.

- (iii) For the avoidance of doubt, if any inconsistency remains between the constituent documents of an Appointed Council and this Constitution or the Regulations, this Constitution and the Regulations shall prevail to the extent of that inconsistency.
- (d) The Board may develop and implement Regulations which set out:
 - (i) the criteria which must be met for an Appointed Council to be recognised by the APF; and
 - (ii) any privileges and benefits granted to an Appointed Council.
- (e) Where an Appointed Council seeks to cease its association with the APF and no longer wishes to be recognised as an Appointed Council, it must provide written notice to the APF accompanied by a copy of a special resolution passed by the Appointed Council's members supporting such action. In such circumstances, the APF will establish or recognise a Council for the relevant Council Area under rule 7.3(a) or rule 7.4.

7.4 Subcommittee Councils

- (a) The Board may, in accordance with rule 24, establish Subcommittee Councils. A Subcommittee Council is responsible for exercising the powers delegated to it by the Board within a Council Area.
- (b) Each Subcommittee Council will function as a committee of the Board in accordance with rule 24 and will be constituted and carry out such duties and functions, and with such powers, as the Board determines.
- (c) Each Subcommittee Council must comply with this Constitution, the Regulations, any terms of delegation determined by the Board and any other direction of the Board.

8. HONORARY MEMBERS

- (a) Honorary Membership is the highest honour which can be bestowed by the APF for longstanding and valued service to Parachuting in Australia.
- (b) A Member or the Board may nominate for Honorary Membership any person who has rendered distinguished or special service to Parachuting, where such service is deemed to have assisted the advancement of Parachuting in Australia, as a participant, administrator, official or otherwise.
- (c) The nomination must be on the prescribed form (if any) and shall include a written report outlining the history of services of any nominee, together with comment on the suitability of the honour. All nominations must be submitted to the Executive Officer.
- (d) The Executive Officer shall then provide the nomination to the Board. The Board will decide whether to accept or reject the nomination. A nomination is accepted only if at least three quarters of the Directors voting at the Board meeting vote in favour of the resolution.
- (e) If Honorary Membership is approved by the Board, upon acceptance in writing, the person's details shall be entered upon the Register and from the time of entry on the Register the person shall be an Honorary Member.
- (f) A person may be posthumously recognised as an Honorary Member.

- (g) Categories (if any), conditions, obligations and privileges of Honorary Membership shall be as prescribed in the Regulations.
- (h) Those Honorary Members who are, prior to the adoption of this Constitution, Honorary Members of the APF, shall be deemed Honorary Members from the time of approval of this Constitution.

9. CLUBS

9.1 Application for Membership

- (a) An application for Club membership must be made in accordance with the procedures set down by the APF in Regulations from time to time:
 - (i) in writing on the form prescribed from time to time by the Board (if any), from the applicant or its nominated Representative and lodged with the APF;
 - (ii) accompanied by the appropriate fee (if any); and
 - (iii) meet any membership requirements for Clubs set out in Regulations.
- (b) Those Clubs that are members of the APF prior to the adoption of this Constitution shall be deemed Clubs from the time of approval of this Constitution for such time as and until membership renewal is required under rule 9.3.

9.2 Discretion to accept or reject application

- (a) The APF may accept or reject an application whether the applicant has complied with the requirements in rule 9.1 or not. The APF shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) The APF may, in its sole discretion, seek a recommendation from the relevant Council when considering an application for Club membership.
- (c) Where the APF accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the APF and entry on the Register. The APF shall amend the Register as soon as practicable.
- (d) Where the APF rejects a Club membership application the APF shall refund any fees forwarded with the application and the application shall be deemed rejected by the APF.

9.3 Membership Renewal

- (a) Clubs must apply to renew membership annually with the APF in accordance with the procedures set down by the APF in Regulations from time to time.
- (b) When applying for membership renewal, a Club must lodge with the APF any information required by the APF and demonstrate that it continues to meet any membership requirements for Clubs as set out in Regulations.
- (c) The APF may accept or reject an application for renewal of membership whether the applicant has complied with the requirements in rule 9.3 or not. The APF shall not be required or compelled to provide any reason for such acceptance or rejection.
- (d) Where the APF accepts an application for renewal of membership, the membership shall be renewed.

9.4 Compliance of Clubs

The Clubs acknowledge and agree that each of them shall (where required by the APF):

- (a) provide the APF with such information as the APF may require within 30 days of such request by the APF;
- (b) recognise the APF as the peak body for Parachuting in Australia;
- (c) generally, have regard to the Objects;
- (d) be solvent; and
- (e) abide by this Constitution and applicable Regulations.

9.5 Constitution of Clubs

- (a) A Club must:
 - (i) assist the APF to fulfil APF's Objects;
 - (ii) recognise the APF as the peak body for Parachuting in Australia;
 - (iii) recognise the APF as the final arbiter on matters pertaining to Parachuting in Australia, including disciplinary proceedings; and
 - (iv) comply with all directions of the APF.
- (b) Upon request, a Club shall provide to the APF a copy of its constituent documents.

10. INDIVIDUAL MEMBERS

10.1 Application for Membership

An application for membership as an Individual Member (including as a Full Term Member, Short Term Member, Student Member, Associate Member or Life Member) must:

- (a) meet the requirements (if any) for the relevant category of Individual Membership as set out in Regulations;
- (b) be in writing on the form prescribed from time to time by the Board, from the applicant and lodged with the APF (or such other person or body nominated by the Board from time to time to receive membership applications); and
- (c) be accompanied by the appropriate fee (if any).

10.2 Discretion to Accept or Reject Application

- (a) The APF may accept or reject an application for Individual Membership and the APF shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the APF accepts an application, the applicant shall become a Member (of the relevant category of membership). Membership of the APF shall be deemed to commence upon acceptance of the application by the APF or an authorised agent and entry in the Register. The APF shall amend the Register accordingly as soon as practicable.

- (c) Where the APF rejects an application the APF shall refund any fees forwarded with the application and the application shall be deemed rejected by the APF.

10.3 Membership Renewal

- (a) Individual Members must reapply for membership annually with the APF in accordance with the procedures set down by the APF in Regulations from time to time.
- (b) When applying for membership renewal, an Individual Member must lodge with the APF any information required by the APF and demonstrate that it continues to meet any membership requirements for the relevant category of membership as set out in Regulations.
- (c) The APF may accept or reject an application for renewal of membership whether the applicant has complied with the requirements in rule 10.3 or not. The APF shall not be required or compelled to provide any reason for such acceptance or rejection.
- (d) Where the APF accepts an application for renewal of membership, the membership shall be renewed.

10.4 Deemed Membership

Those Individual Members who are, prior to the adoption of this Constitution, Individual Members of the APF, shall be deemed Members from the time of approval of this Constitution for such time as and until membership renewal is required under rule 10.3.

11. MEMBERS - GENERAL

11.1 General

- (a) The APF must keep a Register of all Members in accordance with the Corporations Act.
- (b) No Member whose membership ceases has any claim against the APF or the Directors for damages or otherwise arising from cessation or termination of membership.
- (c) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) A Member must treat all staff, contractors and representatives of the APF with respect and courtesy at all times.
- (e) A Member must not act in a manner unbecoming of a Member or prejudicial to the Objects and interests of the APF or Parachuting, or both.

11.2 Limited Liability

Members have no liability in that capacity except as set out in rule 30.

12. CESSATION OF MEMBERSHIP

12.1 Cessation

A person ceases to be a Member on:

- (a) resignation;

- (b) death;
- (c) the termination of their membership according to this Constitution or the Regulations;
- (d) a body corporate being dissolved or otherwise ceasing to exist; and
- (e) that Member no longer meeting the requirements for membership according to rules 8, 9 or 10.

12.2 Resignation

For the purposes of rule 12.1(a), a Member may resign as a member of the APF by giving 14 days written notice to the APF.

12.3 Forfeiture of Rights

A Member who or which ceases to be a Member shall forfeit all right in and claim upon the APF or the Board for damages or otherwise, or claim upon its property including its Intellectual Property rights.

13. DISCIPLINE OF MEMBERS

13.1 Disciplinary Action

Where the Board is advised or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of the Board or any duly authorised committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the APF and/or Parachuting; or
- (c) brought the APF or Parachuting into disrepute,

the APF may commence or cause to be commenced disciplinary proceedings ("proceedings") against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the APF set out in the Regulations.

13.2 Grievance by a Member

- (a) The grievance procedure set out in this rule applies to disputes under this Constitution between a Member and:
 - (i) another Member; or
 - (ii) the APF.
- (b) The APF is to determine the appropriate way in which a grievance is to be resolved. This may include, without limitation, referring the complaint to an informal or formal mediation session or otherwise dealing with the matter in accordance with the procedure set out in any Member Protection by-law or policy. For the avoidance of doubt, the APF may determine that a complaint is frivolous, vexatious, malicious or unfounded.

- (c) The APF may prescribe additional grievance procedures in Regulations consistent with this rule 13.2.

14. FEES AND SUBSCRIPTIONS

14.1 Membership Fee

- (a) The APF must determine from time to time:
 - (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount of the annual subscription fee payable by each Member, or any category of Members;
 - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - (iv) the payment method and the due date for payment.
- (b) Each Member must pay to the APF the amounts determined under this rule 14 in accordance with rule 14.1(a)(iv).

14.2 Non-Payment of Fees

- (a) If the subscription of a Member (being the relevant amount payable by a Member under rule 14.1) remains unpaid after it becomes due and payable, the membership will lapse and the member will not be entitled to all or any rights or privileges of membership.
- (b) Unless otherwise determined by the Board, a Member will be required to re-apply for membership in accordance with this Constitution in circumstances where membership lapses under rule 14.2(a).

15. GENERAL MEETINGS

15.1 Annual General Meeting

AGMs of the APF are to be held:

- (a) in accordance with the Corporations Act; and
- (b) at a date and venue determined by the Board.

15.2 Power to convene General Meeting

- (a) The Board may convene a General Meeting when they think fit and must do so if required by the Corporations Act.
- (b) At least 5% of Voting Members are required to convene a General Meeting, the calling of which must comply with the requirements under the Corporations Act.

15.3 Notice of a General Meeting

- (a) Notice of a General Meeting of Members must be given:
 - (i) to all Members entitled to receive notice of the General Meeting, the Directors, and the auditor of the APF; and
 - (ii) in accordance with rule 28 and the Corporations Act.

- (b) At least 45 days prior to the proposed date of the AGM, the Executive Officer will request from Voting Members notices of motions, which must be received no less than 28 days prior to the AGM.
- (c) At least 21 days' notice of the time and place of a General Meeting must be given, together with:
 - (i) all information required to be included in accordance with the Corporations Act;
 - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution; and
 - (iii) where applicable, any notice of motion received from any Voting Member or Director in accordance with the Corporations Act.

15.4 No other business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

15.5 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Board it may, cancel the meeting or postpone the meeting to a date and time it determines. This rule does not apply to a General Meeting convened by:

- (a) Members according to the Corporations Act;
- (b) the Board at the request of Members; or
- (c) a court.

15.6 Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member entitled to attend the General Meeting; and
- (b) each other person entitled to notice of a General Meeting under the Corporations Act.

15.7 Contents of notice postponing General Meeting

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

15.8 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by rule 16.8 or the Corporations Act.

15.9 Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

15.10 Proxy Voting

Proxy voting shall be permitted at General Meetings in accordance with the Corporations Act and the Regulations.

15.11 Postal or Electronic voting

Postal or electronic voting shall be permitted at General Meetings in accordance with the Corporations Act and the Regulations.

16. PROCEEDINGS AT GENERAL MEETING

16.1 Number for a quorum

The number of Members who must be present and eligible to vote for a quorum to exist at a General Meeting is 25.

16.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present at the commencement of, and remains throughout, the General Meeting.

16.3 Quorum and time

If, within 30 minutes after the time appointed for a General Meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members, is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the Chair determines.

16.4 Adjourned meeting

For any adjourned meeting under rule 16.3(b), if a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, those members then present shall constitute a quorum.

16.5 Chairperson to preside over General Meetings

- (a) The Chairperson is entitled to preside as Chair at General Meetings.
- (b) If a General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting, or is unable or unwilling to act, the following may preside as Chair (in order of entitlement):
 - (i) a Director (or other person) chosen by a majority of the Directors present;
 - (ii) the only Director present; or
 - (iii) a Member who is entitled to vote and is chosen by a majority of the Voting Members present.

16.6 Conduct of General Meetings

- (a) The Chair:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in his or her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever he considers it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chair under this rule 16.6 is final.

16.7 Adjournment of General Meeting

- (a) The Chair may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the Voting Members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

16.8 Notice of adjourned meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

16.9 Questions decided by majority

Subject to the requirements of the Corporations Act and except in the case of a Special Resolution, a resolution is carried if a simple majority (i.e. 50% plus 1) of the votes cast on the resolution are in favour of it.

16.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried.

16.11 Declaration of results

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless:
 - (i) a poll is properly demanded and the demand is not withdrawn; or
 - (ii) the Chair determines that a poll should be conducted.

- (b) A declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the APF, is conclusive evidence of the fact.
- (c) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

16.12 Poll

- (a) If a poll is properly demanded in accordance with the Corporations Act or by the Chair of the meeting, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

16.13 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - (i) may not be raised except at that meeting; and
 - (ii) must be referred to the Chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

16.14 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the Chair must decide it and the Chair's decision made is final.

17. VOTES OF MEMBERS

17.1 Votes of Members

- (a) At a General Meeting, on a show of hands and on a poll, each of the Voting Members shall be entitled to one (1) vote.
- (b) No Member other than the Voting Members shall be entitled to vote at General Meetings.

18. BOARD

18.1 Composition of the Board

- (a) The Board shall comprise:
 - (i) no more than (2) Council Nominated Directors from each Council, elected or appointed in accordance with rule 18.3; and

- (ii) up to two (2) Appointed Directors who need not be a Member and who may be appointed by the Board under rule 18.6.
- (b) If the Board considers it appropriate, in order to further the Objects, it may allocate Directors to specific portfolios, with specific responsibilities, as determined in the discretion of the Board.

18.2 Eligibility

The Board may from time to time determine position or role descriptions or necessary qualifications for Director positions.

18.3 Council Nominated Directors

- (a) Each Council shall determine its Council Nominated Director(s) (no more than 2 may be nominated by each Council).
- (b) Council Nominated Directors shall be appointed or elected (as the case may be) by Councils in accordance with the Council's governing documents and subject to the candidate satisfying the qualification and job description of Directors as set by the Board from time to time. For the avoidance of doubt, the Board will in its sole discretion determine whether the candidate satisfies the qualification and job description as set from time to time.
- (c) Each Council Nominated Director shall hold office until:
 - (i) the Council Nominated Director is re-elected or re-appointed by the relevant Council;
 - (ii) a successor is elected or appointed by the relevant Council and notice has been given in accordance with rule 18.4; or
 - (iii) the Council Nominated Director's office has been vacated in accordance with rule 18.8 or is otherwise revoked by the Council which made the appointment.

18.4 Notification of Council Nominated Directors

- (a) A Council must notify the APF in writing within 14 days of the commencement or cessation of a Council Nominated Director's term of office.
- (b) A Council must also notify the APF in writing within 14 days of a change occurring to the name, address or other details of a Council Nominated Director.

18.5 Casual Vacancy of Council Nominated Directors

A casual vacancy in the office of a Council Nominated Director shall be filled by the relevant Council which may appoint or elect (as the case may be) a replacement in accordance with rule 18.3(b) and the Council's governing documents. The Council shall notify the APF in writing of the new appointment before the next Board meeting.

18.6 Appointed Directors

- (a) The Board may appoint up to 2 people to be Directors who may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition, but need not have experience in or exposure to Parachuting. Such persons will be known as Appointed Directors.

- (b) An Appointed Director shall hold office for the term determined by the Board, until the Appointed Director's office has been vacated in accordance with rule 18.8 or until such appointment is otherwise revoked by the Board.
- (c) The Board may at any time appoint a person to fill a casual vacancy to the position of Appointed Director on whatever terms the Board decides.

18.7 Remuneration of Directors

Subject to this rule 18.7, a Director may not be paid for services as a Director but, with the approval of the Board and subject to the Corporations Act, may be:

- (a) paid by the APF for services rendered to it other than as a Director; and
- (b) reimbursed by the APF for their reasonable travelling, accommodation and other expenses when:
 - (i) travelling to or from meetings of the Board, a Committee or the APF; or
 - (ii) otherwise engaged in the affairs of the APF.

18.8 Vacation of office

The office of a Director becomes vacant when the Corporations Act says it does and also if the Director:

- (a) is removed in accordance with the Corporations Act;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (c) resigns from office by notice in writing to the APF;
- (d) is not present at three consecutive Board meetings without leave of absence from the Board; or
- (e) is directly or indirectly interested in any contract or proposed contract with the APF and fails to declare the nature of the interest as required by the Corporations Act.

18.9 Alternate Director

A Director cannot appoint an alternate.

19. POWERS AND DUTIES OF BOARD

19.1 Board to manage the APF

The Board is to manage the APF's business and may exercise those of the APF's powers that are not required, by the Corporations Act or by this Constitution, to be exercised by the APF in General Meeting.

19.2 Specific powers of Board

Without limiting rule 19.1, the Board may exercise all the APF's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the APF or of any other person.

19.3 Time, etc

Subject to the Corporations Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Board may in its absolute discretion extend that time, period or date as it thinks fit.

19.4 Appointment of attorney

The Board may appoint any person to be the APF's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions it thinks fit.

19.5 Provisions in power of attorney

A power of attorney granted under rule 19.4 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Board thinks fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

19.6 Delegation of powers

- (a) Without limiting rule 22.4 the Board may, by resolution or by power of attorney or writing under seal, delegate any of its powers to the Executive Officer or any employee of the APF or any other person as they think fit.
- (b) Any delegation by the Board of its powers:
 - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - (ii) may be either general or limited in any way provided in the terms of the delegation;
 - (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
 - (iv) may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Board.

19.7 Code of Conduct

The Board must:

- (a) adopt a code of conduct for Directors; and
- (b) periodically review the code of conduct in light of the general principles of good corporate governance.

20. PROCEEDINGS OF BOARD

20.1 Board meetings

- (a) Subject to rule 20.1(b), the Board may meet together for conducting business, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) The Board must meet at least 4 times in each calendar year.

20.2 Questions decided by majority

A question arising at a Board meeting is to be decided by a majority of votes of the Directors present in person (or present according to rule 21) and entitled to vote. Each Director present has one vote on a matter arising for decision by the Board.

20.3 Chair's casting vote

The Chair of the meeting will not have a casting vote. For the avoidance of doubt, where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried.

20.4 Quorum

Five (5) Directors present in person (or present according to rule 21) constitutes a quorum.

20.5 Effect of vacancy

- (a) The continuing Directors may act despite a vacancy in their number.
- (b) However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

20.6 Convening meetings

- (a) A minimum of 3 Directors may request the Executive Officer to convene a Board meeting. The Executive Officer may convene a Board meeting.
- (b) Notice of a meeting of the Board must be given individually to each Director (except a Director on leave of absence approved by the Board). Notice of a meeting of the Board must be given not less than 14 days before the meeting and may be given in person or by post, telephone, facsimile or other electronic means.
- (c) A Director may waive his/her right to receive notice of a meeting of the Board as set out in rule 20.6(b) by giving notification to that effect to the APF in person or by post, telephone, facsimile or other electronic means.
- (d) A person who attends a meeting of the Board waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a meeting of the Board or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at a meeting of the Board.

20.7 Election of Chairperson

- (a) The Board may by a majority vote elect a Council Nominated Director to be the Chairperson.
- (b) The Council Nominated Director elected to be Chairperson under rule 20.7(a) will remain Chairperson for a term which shall end on the earlier of:
 - (i) the expiration of a period of one year; or
 - (ii) his/her term as Council Nominated Director ending in accordance with rule 18.3(c).
- (c) Where the Chairperson's term ends under rule 20.7(b)(ii), the Board shall elect a new Chair under rule 20.7(a).
- (d) The Chairperson shall chair any meeting of the Board and if:
 - (i) there is no person elected as Chair; or
 - (ii) the Chair is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chair is unwilling to act,the Directors present may elect one of their number to be Chair of the meeting.

20.8 Circulating resolutions

- (a) The Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. A facsimile transmission or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of rule 20.8(a) and is taken to be signed when received by the APF in legible form.
- (c) A resolution will take effect under this rule as soon as resolutions in favour are received from a majority of Directors entitled to vote on the resolution.

20.9 Validity of acts of Board

Everything done at a Board meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

20.10 Directors' Interests

- (a) A Director shall declare to the Board any material personal interest or related party transaction, as defined by the Corporations Act, as soon as practicable after that Director becomes aware of their interest in the matter.
- (b) Where a Director declares a material personal interest or in the event of a related party transaction, that Director must absent himself or herself from discussion of such matter

and shall not be entitled to vote in respect of such matter unless otherwise determined by the Board.

- (c) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Board or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (d) The Executive Officer shall maintain a register of declared interests.

20.11 Minutes

The Board must cause minutes of meetings to be made and kept according to the Corporations Act.

21. TELECOMMUNICATIONS MEETINGS OF THE APF

21.1 Telecommunications Meeting

- (a) A Board Meeting may be held by means of a Telecommunications Meeting, provided that:
 - (i) the number of Directors participating is not less than a quorum required for a Board Meeting; and
 - (ii) the meeting is convened and held in accordance with the Corporations Act.
- (b) All provisions of this Constitution relating to a meeting apply to a Telecommunications Meeting in so far as they are not inconsistent with the provisions of this rule 21.

21.2 Conduct of Telecommunication Meeting

The following provisions apply to a Telecommunications Meeting of the APF:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave a Telecommunications Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the Chair of leaving the meeting; and
- (f) a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

22. EXECUTIVE OFFICER

22.1 Appointment of Executive Officer

The Board shall appoint an Executive Officer.

22.2 Powers, duties and authorities of the Executive Officer

- (a) The Executive Officer holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Board.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the Executive Officer are subject at all times to the control of the Board.

22.3 Suspension and removal of Executive Officer

Subject to the terms and conditions of the appointment, the Board may suspend or remove the Executive Officer from that office.

22.4 Delegation by Board to Executive Officer

The Board may delegate to the Executive Officer the power (subject to such reservations on the power as are decided by the Board) to conduct the day-to-day management and control of the business and affairs of the APF. The delegation will include the power and responsibility to:

- (a) develop business plans, budgets, strategies, Regulations, processes and codes of conduct for consideration by the Board and to implement them to the extent approved by the Board;
- (b) manage the financial and other reporting mechanisms of the APF;
- (c) approve and incur expenditure subject to specified expenditure limits;
- (d) sub-delegate his or her powers and responsibilities to employees or internal management committees of the APF; and
- (e) any other powers and responsibilities which the Board consider appropriate to delegate to the Executive Officer.

22.5 Executive Officer to attend meetings

The Executive Officer is entitled, subject to a determination otherwise by the Board, to attend all meetings of the APF, all meeting of the Board and any Committees and may speak on any matter, but does not have a vote.

22.6 Executive Officer ineligible for Board

The Executive Officer shall be ineligible for the position of Director for a period of at least 3 years from the date the Executive Officer ceases to hold that position.

23. COMPANY SECRETARY

23.1 Appointment of Company Secretary

There must be at least one Company Secretary who is to be appointed by the Board.

23.2 Suspension and removal of Company Secretary

The Board may suspend or remove a Company Secretary from that office.

23.3 Powers, duties and authorities of Company Secretary

A Company Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Board.

24. COMMITTEES

24.1 Board may delegate functions

The Board may delegate any of its powers to Committees consisting of those persons they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation.

24.2 Powers delegated to Committees

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Board.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Board.

24.3 Committee meetings

Unless otherwise determined by the Board, Committee meetings are governed by the provisions of this Constitution dealing with Board meetings, as far as they are capable of application.

24.4 Revocation of Delegation

The Board may by instrument in writing, revoke wholly or in part any delegation made under this rule, and may amend, repeal or veto any decision made by such body or person under this rule only where such decision is clearly contrary to this Constitution, the Regulations, the Corporations Act, the Objects of the APF or the Committee's delegation.

25. REGULATIONS

25.1 Board to Formulate Regulations

The Board may (by itself or by delegation to a Committee) formulate, approve, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the APF, the advancement of the objects of the APF and Parachuting as it thinks necessary or desirable. Such Regulations must be consistent with this Constitution.

25.2 Regulations Binding

All Regulations made under this rule shall be binding on the APF and Members.

25.3 Notices Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of notices approved by the Board and prepared and issued by the Executive Officer. Notices are binding upon all Members.

26. INSPECTION OF RECORDS

26.1 Right of the Members to Inspect Records

A Member does not have the right to inspect any document of the APF (including registers kept by the APF) except as required by law.

27. ACCOUNTS

27.1 Accounting Records

The Board will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Corporations Act.

27.2 Auditor

A properly qualified auditor or auditors shall be appointed by the Board and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Corporations Act.

28. SERVICE OF DOCUMENTS

28.1 Document includes notice

In this rule 28, document includes a notice.

28.2 Methods of service on a Member

The APF may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a facsimile number or email address nominated by the Member.

28.3 Methods of service on the APF

A Member may give a document to the APF:

- (a) by delivering it to the registered office;
- (b) by sending it by post to the registered office; or
- (c) by sending it to a facsimile number or email address nominated by the APF.

28.4 Post

A document sent by post:

- (a) in Australia, may be sent by ordinary post; and
- (b) outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the third business day after the date of its posting.

28.5 Facsimile or electronic transmission

If a document is sent by facsimile or electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the facsimile or electronic transmission; and
- (b) have been delivered on the business day following its transmission.

29. INDEMNITY

29.1 Indemnity of officers

- (a) This rule 29 applies to every person who is or has been:
 - (i) a Director, Executive Officer (or formerly the Chief Executive Officer) or Company Secretary of the APF; and
 - (ii) to any other officers, employees, former officers or former employees of the APF or of its related bodies corporate as the Board in each case determines.

Each person referred to in this paragraph (a) is referred to as an **Indemnified Officer** for the purposes of the rest of rule 29.

- (b) The APF will indemnify each Indemnified Officer out of the property of the APF against:
 - (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs as an officer of the APF or of a related body corporate of the APF; and
 - (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved as an officer of the APF or of a related body corporate of the APF,

unless:

- (iii) the APF is forbidden by statute to indemnify the person against the liability or legal costs; or
- (iv) an indemnity by the APF of the person against the liability or legal costs would, if given, be made void by statute.

29.2 Insurance

The APF may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Indemnified Officer against liability that the Indemnified Officer incurs as an officer of the APF or of a related body corporate of the APF including a liability for legal costs, unless:

- (a) the APF is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the APF paid the premium, be made void by statute.

29.3 Deed

The APF may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by rule 29.1 on the terms the Board thinks fit (as long as they are consistent with rule 29).

30. WINDING UP

30.1 Contributions of Members on winding up

- (a) Each Voting Member must contribute to the APF's property if the APF is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
 - (i) payment of the APF's debts and liabilities contracted before their membership ceased;
 - (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves, and the amount is not to exceed \$1.00.
- (c) No other Member must contribute to the APF's property if the APF is wound up.

30.2 Excess property on winding up

- (a) If on the winding up or dissolution of the APF, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
 - (i) having objects similar to those of the APF; and
 - (ii) whose constitution prohibits (or each of whose constitutions 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 under this Constitution.
- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

31. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution and in accordance with the Corporations Act.