



# Constitution

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## AUSTRALIAN PARACHUTE FEDERATION LTD

ACN: 101 980 358

ABN: 75 061 266 510

ARBN: 101 980 358

Also see the Election and Voting Regulations the Board has issued under rule 29, which are available at [www.apf.com.au](http://www.apf.com.au).

This document is free for APF Members.

**Warning**

**Parachuting, skydiving, and flying in aircraft for parachuting or skydiving can be dangerous.**

**Constitution binds all Members etc.**

If you are an Individual Member, a Club, or a Council, then this Constitution binds you.

In return for the benefits you gain from APF and its work, you agree to accept and to be bound by the Regulations that APF makes in relation to both Parachuting and APF's operations, and the decisions APF makes about discipline and disputes — even if those decisions impact on your livelihood, or on your enjoyment of our sport.

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# Constitution

## AUSTRALIAN PARACHUTE FEDERATION LTD

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### 1 COMPANY'S NAME

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The name of the company is *Australian Parachute Federation Ltd*, which is often referred to as *APF*.

### 2 GLOSSARY OF DEFINED WORDS

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#### 2.1 Definitions

In this Constitution, unless the context requires otherwise:

**AGM** or **Annual General Meeting** means the annual General Meeting of APF, which the Corporations Act requires APF to hold each calendar year.

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

**Appointed Director** means a Director appointed under rule 22.

**Associate Member** means a person admitted to APF as an Associate Member under rule 9.

**Board** means the body consisting of the Directors under rule 22.

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

**Chair** means the person elected as the Chair of APF under rule 17.

**Chief Executive Officer** means any person the Board appoints as Chief Executive Officer under rule 26.

**Club** means:

- any Club, organisation or centre, in whatever legal form;
- that meets the criteria APF sets; and
- that APF admits as a Club under rule 8.

**Committee** means:

- a Committee the Board establishes under rule 28; or
- a Council established by APF under rule 7.

**Company Secretary** or **Secretary** means a person the Board appoints as an APF company secretary under rule 27.

**Constitution** means this Constitution as amended from time to time — a reference to a 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, or its successors. It includes any regulations made under that Act and any exemption or modification to that Act applying to APF.

**Council** is a Committee of APF and, in accordance with rule 7, supports and advances Parachuting in its Council Area.

**Council Area** means the area (including boundaries) APF sets or recognises under rule 7.1.

**Council Executive** means the people in a Council Area elected to manage the Council's affairs, property and funds on behalf of that Council.

**Director** means a director of APF and includes Elected Directors and Appointed Directors.

**Elected Director** means a Director elected under rule 22.

**FAI** means the Fédération Aéronautique Internationale, which is the world governing body for air sports.

**Full Term Member** means a person admitted to APF as a Full Term Member under rule 9.

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

**Honorary Life Member** means a person admitted to APF as an Honorary Life Member under rule 6.1.

**Individual Member** means a person admitted to APF under rule 9 as any of; a Full Term Member, a Life Member, an Associate Member, a Short Term Member, or a Student Member.

**Intellectual Property** means all rights in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks:

- relating to APF, or to any activity of APF; or
- that APF conducts, promotes or administers.

**ISC** means the International Skydiving Commission of the Fédération Aéronautique Internationale which conducts the FAI's parachuting and skydiving activities, particularly the World Records and International Competitions.

**Life Member** means a person admitted to APF as a Life Member under rule 9.

**Member** means a person or a Club admitted to APF as a Member under rule 6.

**Objects** mean the Company Objects of APF in rule 3.

**Parachuting** means parachuting and/or skydiving from an aircraft.

**Register** means the Register of Members, kept as the Corporations Act requires.

**Regulations** includes bylaws, statutes, instructions, policy and procedures that APF sets.

**Representative** means a person a Member appoints under the Corporations Act to represent the Member at a General Meeting of APF (but who is not a proxy for the Member).

**Short Term Member** means a person admitted to APF as a Short Term Member under rule 9.

**Skydiving** means the act of leaving an aircraft in flight and subsequently opening a parachute for the remainder of the descent, primarily for the purposes of sport and/or recreation.

**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 under this Constitution, the Corporations Act, or both. Rule 34 covers the requirements to change the Constitution.

**Student Member** means a person admitted to APF as a Student Member under rule 9.

**Voting Member** means, in relation to a General Meeting, a Member entitled to vote under rule 6.1.

## 2.2 How are certain words to be interpreted?

Various legal terms are explained in rule 35.

## 3 WHAT ARE APF'S COMPANY OBJECTS?

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APF is the peak body for administering and regulating Parachuting and Skydiving in Australia. It is established for the following Objectives:

- (a) to promote and foster Parachuting and Skydiving;
- (b) to provide for regulating and administering Parachuting and Skydiving;
- (c) to represent the interests of its Members;
- (d) to represent the interests of Parachuting and Skydiving generally;
- (e) to promote the safety of its Members when Parachuting and Skydiving;
- (f) to seek and obtain improved facilities for people to enjoy Parachuting and Skydiving;
- (g) to be the administration organisation for civil Parachuting that CASA recognises;
- (h) to be the Parachuting and Skydiving organisation in Australia recognised by the FAI, the ISC, the Air Sport Australia Confederation and Sports Australia;
- (i) to be recognised as the Australian authority on civil Parachuting and Skydiving;
- (j) to act as the decision maker on how Parachuting and Skydiving activities in Australia are to be conducted;
- (k) to make binding decisions on disciplinary matters and disputes involving Parachuting — decisions that Members must accept even if those decisions impact on the Member's livelihood or their enjoyment of Parachuting and Skydiving;



- (l) to pursue commercial arrangements that are appropriate to further these Objects;
- (m) to use and protect its Intellectual Property;
- (n) to consider the public interest in its operations; and
- (o) to do all things necessary, incidental or conducive, to the advancement of these Objects.

## **4 WHAT ARE APF'S POWERS?**

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### **4.1 What powers does APF have?**

The Corporations Act gives APF certain powers that apply to companies generally. This means it has the legal capacity and powers of a company limited by guarantee, which APF will use only to further its Objects under Rule 3.

## **5 HOW MAY APF USE ITS INCOME AND PROPERTY?**

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### **5.1 What is the sole purpose APF may use its income and property for?**

APF may spend its income and use its property only to further its Objects under rule 3.

### **5.2 May APF pay money to Members?**

APF must not pay, or transfer, any income or property directly or indirectly to any Member except:

- (a) for payments to a Member in return for services or goods that the Member has provided to APF in APF's ordinary course of business; or
- (b) where the Member is an employee of APF, and these payments are solely in relation to that Member's terms of employment; or
- (c) where the Member is a Director of APF, and these payments are solely as permitted under rule 22.10; or
- (d) for payments:
  - (i) to a Member as approved by the Board or a Committee delegated to do so by the Board; and
  - (ii) that are made in good faith; and
  - (iii) that are to be used solely to further the Objects of APF; or
- (e) for payments:
  - (i) to a Member that is an incorporated association, or an incorporated company, that has the same, or similar, Objects as APF; and
  - (ii) that are made in good faith; and
  - (iii) that do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction; or
- (f) for interest payments to a Member at a rate up to current bank overdraft rates of interest, for amounts the Member has lent to APF; or

- (g) for reasonable rent APF pays to a Member for premises the Member lets to APF.

## 6 WHAT VOTING AND PARTICIPATION RIGHTS DO DIFFERENT TYPES OF MEMBERS HAVE?

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### 6.1 What are the categories of Members and their rights in relation to General Meetings?

The Members of APF may be:

- (a) **Individual Members**, which includes:
  - (i) *Full Term Members*, who have the right to receive notice of, to attend, to ask questions or make comments relating to management and to vote at General Meetings;
  - (ii) *Life Members*, including Honorary Life Members, who have the right to receive notice of, to attend, to ask questions or make comments relating to management and to vote at General Meetings;
  - (iii) *Associate Members*, who have the right to receive notice of, to attend, and to ask questions or make comments relating to management at General Meetings (as the Constitution provides), but who have no right to vote at General Meetings;
  - (iv) *Short Term Members*, who have no right to receive notice of, no right to attend, no right to ask questions or make comments at or to vote at General Meetings; and
  - (v) *Student Members*, who have no right to receive notice of, no right to attend, no right to ask questions or make comments at or to vote at General Meetings.
- (b) **Clubs**, which have the right to receive notice of General Meetings (as the Constitution provides), but which have no right to attend, and no right to ask questions or make comments at or to vote at General Meetings; or
- (c) any other category of Member the Board creates which have rights as the Board sets.

### 6.2 Where and how is membership to be recorded?

- (a) The Company Secretary is to ensure the recording of names of new and renewing Members in APF's Register of Members. The Corporations Act requires that APF keep this Register.
- (b) Life membership results from the payment of the required fee and must be recorded as such. Honorary Life membership may be awarded by the Board at its sole discretion on behalf of APF Members and must also be recorded in the Register of Awards.

## **7 HOW ARE COUNCILS SET UP AND MANAGED?**

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### **7.1 Who sets Council Areas and establishes Councils?**

- (a) APF sets and recognises Council Areas and their boundaries. It may, by regulation, change them as it sees fit.
- (b) The Board may establish Councils as Committees of APF, see rule 28.

### **7.2 What Rights, Privileges and Powers do Councils have?**

- (a) The Board may, as it thinks best to promote the Objects in rule 3:
  - (i) grant or change any of the rights and privileges of APF (with or without conditions) to one or more Councils; and
  - (ii) delegate any of APF's powers (with or without conditions) to one or more Councils.
- (b) Councils are not Members. Councils do not enjoy any of the rights, privileges or authorities of Members under this Constitution.

### **7.3 What are Councils responsible for and how?**

- (a) A Council is responsible in its Council Area for exercising the powers the Board has delegated to it.
- (b) Each Council:
  - (i) functions as a Committee of APF under rule 28;
  - (ii) carries out such duties and functions and has such powers as the Board determines; and
  - (iii) must elect a Council Executive under the Regulations.
- (c) Each Council and Council Executive must comply with this Constitution, with any Regulations, Council Charter, or terms of delegation the Board sets, and any other Board direction.

## **8 HOW CAN CLUBS APPLY FOR MEMBERSHIP?**

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### **8.1 How can Clubs apply for membership?**

For a Club to become a Member, it must:

- (a) apply in the way APF requires;
- (b) pay the appropriate fee (if any); and
- (c) meet any membership requirements for Clubs that the Regulations require.

### **8.2 How may APF respond to a Club's application?**

- (a) APF may accept or reject a Club's application — it may do so regardless of whether the Club has complied with rule 8.1. APF does not have to provide any reason for its decision to accept or reject.
- (b) APF may, at its sole discretion, invite a Council to comment on a Club's suitability in the context of relevant local conditions.

- (c) If APF accepts a Club's application to become a Member then APF must promptly add the Club to the Register, which is when the Club's membership takes effect.
- (d) If APF rejects a Club's application to become a Member, then APF must refund any fees provided with the application.

### **8.3 How may a Club renew its membership?**

- (a) Each year, a Club that wishes to continue as a Member for the next year must renew its membership in the way APF requires.
- (b) If a Club applies for membership renewal, then the Club must:
  - (i) give APF any information APF requires; and
  - (ii) demonstrate that it continues to meet any membership requirements that APF sets for Clubs.
- (c) APF may refuse to renew a Club's membership even if the Club has complied with this rule.

### **8.4 What must Clubs do?**

Each Club agrees to each of the following:

- (a) to provide information relevant to its Parachuting and Skydiving activities that APF requests within 30 days of its request;
- (b) to recognise APF as the peak body for Parachuting and Skydiving in Australia;
- (c) to have regard to the Objects in rule 3;
- (d) to recognise (and to require its staff and Members to recognise) that APF is the decision-maker on how Parachuting and Skydiving activities in Australia are to be regulated;
- (e) to comply with all APF directions;
- (f) to be solvent; and
- (g) to comply with this Constitution and applicable Regulations.

## **9 HOW DO INDIVIDUALS APPLY FOR AND RENEW MEMBERSHIP?**

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### **9.1 How do individuals apply for membership?**

- (a) A person becomes a Member only in accordance with this Constitution, including meeting the criteria relevant to their category of membership that this Constitution and the Regulations require.
- (b) An individual initially applying for membership chooses whether they are applying for membership as a Full Term Member, a Short Term Member, a Student Member, an Associate Member, or a Life Member — see rule 6.1.
- (c) For an individual to become a Member, they must:
  - (i) meet any requirements for the relevant category of Individual membership as set out in this Constitution and the Regulations;

- (ii) apply in the way APF requires;
- (iii) lodge their application with APF, or with any other person or body the Board has nominated to receive membership applications; and
- (iv) pay the appropriate fee (if any).

## **9.2 How may APF respond to a membership application?**

- (a) APF may accept, or reject, an application for individual membership. APF is not required to, and cannot be compelled to, provide any reason for accepting or rejecting an application.
- (b) If APF, or one of its authorised agents, accepts an individual's application, then APF must promptly add the Member to the Register. It is at this point that the membership takes effect.
- (c) If APF rejects an individual's application to become a Member, then APF must refund any fees provided with the application.

## **9.3 How may Individual Members renew their membership?**

- (a) A person may have their membership renewed only in accordance with this Constitution, including meeting the criteria relevant to their category of membership that this Constitution and the Regulations require.
- (b) Each year, an Individual Member who wishes to continue as a Member for the next year must reapply for membership in the way APF requires.
- (c) When an Individual Member applies for membership renewal, they must:
  - (i) give APF any information it requires;
  - (ii) demonstrate that they continue to meet any membership requirements for the relevant category of membership that the Regulations require; and
  - (iii) acknowledge the risks involved in Parachuting in the way APF requires. This includes the act of accepting the current APF waiver.
- (d) APF may refuse to renew an Individual Member's membership even if the applicant has complied with the requirements in this rule.
- (e) If APF accepts an Individual Member's application for renewal of membership, then that membership is renewed.

# **10 WHAT RULES APPLY TO ALL MEMBERS?**

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## **10.1 Can a Member transfer their membership to anyone else?**

A membership cannot be transferred, nor can any membership rights be transferred, to any other person or organisation. If a member Club is a business, and the business changes owners, membership does not automatically transfer to the new owner.

## **10.2 What behaviour requirements apply to a Member?**

- (a) At all times, a Member must treat all APF's staff, contractors and representatives with respect and courtesy.

- (b) A Member must not act in a manner that is unbecoming of a Member, or that undermines or is prejudicial to the Objects and interests of APF, or of Parachuting, or of both.

### **10.3 How is a Member's liability limited?**

Members have no liability in their capacity as Members, except as set out in rule 33.

## **11 WHAT HAPPENS WHEN MEMBERSHIP ENDS?**

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### **11.1 When does membership end?**

A Member ceases to be a Member if:

- (a) they resign their membership;
- (b) they die;
- (c) their membership is ended in any way under this Constitution or the Regulations;
- (d) the Member is an entity that is dissolved or otherwise ceases to exist;
- (e) they no longer meet requirements for membership under rules 8 or 9; or
- (f) the Member is a Club, and it is deemed by the Board to have been sold or otherwise had ownership transferred. In this case, any subsequent owner(s) must apply for membership as if this were a new Club.

### **11.2 How may a Member resign?**

A Member may resign as a Member by giving APF 14 days written notice.

### **11.3 Does a Member have any claims etc. when their membership ends?**

Once a Member's membership has ended, the Member gives up:

- (a) all right in and claim on APF, the Board, and on the Directors for damages or otherwise arising from their membership ending in any way; and
- (b) all claim on APF's property, including its Intellectual Property.

## **12 HOW MAY APF HANDLE MEMBERS DISCIPLINE AND GRIEVANCES?**

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### **12.1 What disciplinary action may APF take against a Member?**

- (a) APF may begin, or arrange to begin, disciplinary proceedings against a Member if APF considers that Member has allegedly:
  - (i) breached, failed, refused to, or neglected to comply with any rule of this Constitution, the Regulations, or any resolution or determination of the Board or of any duly authorised officer of APF; or
  - (ii) acted in a manner unbecoming of a Member, or that undermines, or is prejudicial to, the Objects and interests of APF, or Parachuting, or both; or
  - (iii) brought APF or Parachuting into disrepute.

- (b) If disciplinary proceedings begin against a Member, then the Member will be subject to, and submits unreservedly to, the jurisdiction, procedures, outcomes and review mechanisms of APF, as set out in the Regulations.

## **12.2 How may APF handle a Member's grievance?**

- (a) This rule sets out the grievance procedure that applies to disputes under this Constitution between:
  - (i) a Member and another Member; or
  - (ii) a Member and APF.
- (b) APF is to determine how a grievance is to be resolved. This may include, without limitation:
  - (i) referring the grievance to an informal or formal mediation session; or
  - (ii) otherwise dealing with the matter in accordance with the procedures delegated by the Board.
- (c) APF may determine that a complaint is frivolous, vexatious, malicious or unfounded and therefore does not need to be taken further.
- (d) APF may prescribe additional grievance procedures in the Regulations consistent with this rule.

## **13 WHAT RULES APPLY TO MEMBERSHIP FEES?**

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### **13.1 Who sets membership fees?**

- (a) APF must determine:
  - (i) the amount (if any) that a person needs to pay to apply to become a Member;
  - (ii) the amount of the annual fee that Members, or any category of Members, are to pay;
  - (iii) any other amount each Member, or any category of Members, is to pay — and whether that is a recurring payment, or a payment of any other nature; and
  - (iv) how and when the payments are to be made.
- (b) Each Member must pay to APF the amounts set under this rule as it requires.

### **13.2 What happens if a Member does not pay fees?**

- (a) If a Member has not paid the fee they are required to pay under rule 13.1 on time, then:
  - (i) their membership lapses; and
  - (ii) they are not entitled to any of the rights or privileges of membership.
- (b) If a Member has not paid a required fee under rule 13.1 then APF may end their membership, and the ex-Member is not entitled to any APF rights or privileges.

- (c) If a membership lapses or is ended under this rule, then an ex-Member seeking to re-join APF must reapply for membership.

## **14 HOW ARE GENERAL MEETINGS OF MEMBERS TO BE ARRANGED?**

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### **14.1 Who is to arrange the Annual General Meeting?**

The Board is to:

- (a) approve the date and venue, whether physical or through other communication means, for APF's Annual General Meetings; and
- (b) ensure they are arranged as the Corporations Act requires.

### **14.2 Who may convene a General Meeting?**

- (a) The Board:
  - (i) may convene a General Meeting when it thinks fit; and
  - (ii) must do so if the Corporations Act requires.
- (b) If at least 5% of Voting Members require the Board to convene a General Meeting, then it must do so. It must arrange and hold the General Meeting as the Regulations and Corporations Act requires.

### **14.3 What notice needs to be given for a General Meeting?**

- (a) The Board must arrange for notice of a General Meeting of Members to be given in accordance with this rule, rule 31, and the Corporations Act:
  - (i) to all Members entitled to receive notice of the General Meeting;
  - (ii) to all Directors; and
  - (iii) to APF's auditor.
- (b) At least 45 days before the proposed date of the AGM, the Chief Executive Officer:
  - (i) must request from Voting Members notices of motions; and
  - (ii) must include on the agenda any motions that APF receives no fewer than 28 days before the AGM.
- (c) The notice of a General Meeting:
  - (i) must be given at least 21 days before the proposed meeting date;
  - (ii) must set out the date, time and place for the meeting;
  - (iii) for telecommunications meetings, must contain the relevant link to the meeting;
  - (iv) must include all information the Corporations Act requires;
  - (v) if a Special Resolution is intended to be proposed, the notice must include that fact and the terms of the proposed Special Resolution; and



- (vi) must include any notice of motion received from any Voting Member or Director, as the Corporations Act requires.

## **15 HOW MAY GENERAL MEETINGS OF MEMBERS BE CANCELLED OR POSTPONED?**

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### **15.1 How may a General Meeting be cancelled or postponed?**

- (a) The Board may cancel, or postpone, a General Meeting (including an AGM) that it called on its own initiative. However, the Board may not cancel or postpone a meeting if it was convened:
  - (i) by Members as allowed under the Corporations Act; or
  - (ii) by the Board at the request of Members or by a court with appropriate jurisdiction.

### **15.2 What notice is needed to cancel or postpone a General Meeting?**

- (b) If the Board cancels, or postpones, a General Meeting, then the Board must arrange for a notice of the cancellation, or postponement, to be sent to:
  - (i) each Member entitled to attend the General Meeting; and
  - (ii) each other person entitled to notice of a General Meeting under the Corporations Act.

### **15.3 What must a cancelling notice contain?**

The notice cancelling a General Meeting must state the reasons the Board cancelled the meeting.

### **15.4 What must a postponing notice contain?**

A notice postponing a General Meeting must:

- (a) state the reasons the Board postponed the meeting;
- (b) set the new date and time for the meeting — the new date must enable the number of clear days between the notice postponing the meeting and the date of the meeting to be at least the number of clear days notice that the Corporations Act require for a notice of General Meeting;
- (c) set the place where the meeting is to be held, which may be:
  - (i) the same place that was set in the notice originally convening the meeting; or
  - (ii) a different place; and
- (d) if the meeting is to be held in two or more places, set out the telecommunications arrangements that will be used to hold the meeting in those places.

### **15.5 What business may a postponed meeting transact?**

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

## **16 WHAT ARE THE QUORUM REQUIREMENTS FOR GENERAL MEETINGS OF MEMBERS?**

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### **16.1 How many Members are required for a quorum?**

The number of Voting Members who must be in attendance, either physical or via telecommunications, for a quorum to exist at a General Meeting is 25.

### **16.2 When is a quorum required?**

For an item of business to be transacted at a General Meeting, a quorum must be present:

- (a) at the start of the meeting; and
- (b) at all times during the meeting.

### **16.3 What happens if a quorum is not present on time?**

- (a) For any adjourned meeting, if a quorum is not present within 30 minutes after the time appointed for the adjourned meeting then those Members then present constitute a quorum.
- (b) For any other meeting, if a quorum is not present within 30 minutes after the time appointed for a General Meeting, then the meeting:
  - (i) if convened by, or at the request of, Members is dissolved; or
  - (ii) in any other case, stands adjourned to such other day, time and place as the Chair determines.

## **17 WHO IS TO CHAIR A GENERAL MEETING?**

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### **17.1 Who is to Chair General Meetings?**

- (a) The Chair may preside as Chair at General Meetings.
- (b) If a General Meeting is convened and there is no Chair, or if the Chair is not present within 15 minutes after the time appointed for the meeting, or if the Chair is unable or unwilling to act, then the following person may Chair the meeting (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 Voting Member who is chosen by a majority of the Voting Members present.

## **18 WHAT BUSINESS MAY BE TRANSACTED AT A GENERAL MEETING?**

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### **18.1 What business may a General Meeting transact?**

The only business that may be transacted at a General Meeting is the business stated in the notice of that meeting.

## **19 WHO SETS CONDUCT FOR A GENERAL MEETING OF MEMBERS?**

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### **19.1 Who is to decide how a General Meeting is conducted?**

- (a) The Chair:
  - (i) has charge of the general conduct of a General Meeting and of the procedures to be adopted;
  - (ii) may require any procedure which they believe is necessary or desirable for proper discussion, or for proper and orderly voting; and
  - (iii) may (having regard if necessary to the Corporations Act) end discussion, or debate, on any matter whenever they consider it necessary, or desirable, for the proper conduct of the meeting.
- (b) Any decision by the Chair under this rule is final.

## **20 HOW MAY GENERAL MEETINGS BE ADJOURNED?**

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### **20.1 May the Chair adjourn a General Meeting or item of business etc.?**

- (a) The Chair:
  - (i) may, with the consent of the meeting at which a quorum is present, adjourn a General Meeting, or any business, motion, question, resolution, debate or discussion being considered, or remaining to be considered, by the meeting; and
  - (ii) must adjourn any of those things if so directed by the meeting.
- (b) The adjournment may be either:
  - (i) to a later time at the same meeting; or
  - (ii) to an adjourned meeting at any time and place to which the Voting Members present agree.
- (c) The only business that may be transacted at a meeting resumed after an adjournment is unfinished business from the meeting that was adjourned.

### **20.2 What notice is required for an adjourned meeting?**

- (a) If a meeting is adjourned:
  - (i) for less than 30 days, then it is not necessary to give any notice of the adjournment, or of the business to be transacted at the adjourned meeting; or
  - (ii) for more than 30 days, then the Board is to arrange for notice to be given for at least the same period of notice as was required for the meeting that was adjourned.

## **21 WHAT RULES APPLY TO A VOTE OF MEMBERS?**

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### **21.1 Who may vote?**

Rule 6.1 outlines which Members are entitled to vote at General Meetings.

## **21.2 How many votes does a Member have?**

At a General Meeting, each Voting Member is entitled to one vote — regardless of whether the vote is taken on a show of hands or on a poll.

## **21.3 What vote is required for a resolution to pass?**

- (a) For a resolution to be passed, the Corporations Act must be complied with and:
  - (i) if the resolution is a Special Resolution, then for it to be passed at least 75% of votes exercisable by Voting Members need to be in favour of it; or
  - (ii) if the resolution is any other type of resolution, then for it to be passed a simple majority (that is 50% plus one) of the votes cast on the resolution need to be in favour of it.

## **21.4 What happens if there is an equal number of votes for and against a resolution?**

If an equal number of votes are cast in favour both for and against a resolution, the resolution is not carried.

## **21.5 How are Members to vote?**

At any General Meeting, a resolution put to the vote of the meeting must be decided on a show of hands — unless:

- (a) a majority of those present call for a poll and the demand is not withdrawn; or
- (b) the Chair determines that a poll is to be conducted.

## **21.6 May a Member vote by proxy?**

A Member may vote by Proxy at a General Meeting.

## **21.7 May a Member vote electronically or by post?**

A Member may vote by post or electronically at a General Meeting.

## **21.8 How is a poll to be handled?**

- (a) If a poll is properly demanded by the Chair, or by others in accordance with the Corporations Act, then the poll must be taken in the manner and at the date and time directed by the Chair. The result of that poll is the conclusion of that item of business at the meeting at which the poll was demanded.
- (b) A poll must be taken immediately if it is demanded:
  - (i) on the election of a person as Chair; or
  - (ii) on a question of adjournment.
- (c) A demand for a poll may be withdrawn.
- (d) After a demand for a poll, a General Meeting may continue to transact any business other than the question on which the poll was demanded.

## **21.9 How are objections on a Member's right to vote to be handled?**

- (a) If, for a General Meeting, an objection is made about a person's right to attend or to vote at the meeting (including an adjourned meeting), then:

- (i) that objection may be made only at that meeting; and
  - (ii) that objection must be referred to the Chair, whose decision is final.
- (b) If the Chair overrules an objection about a person's right to vote on an item, then that person's vote on that item is valid for all purposes.

### **21.10 Who is to resolve a dispute about a poll?**

If there is a dispute on the admission or rejection of a vote, then the Chair must decide on that point. The Chair's decision is final.

### **21.11 How are vote results to be declared?**

- (a) A declaration by the Chair (combined with an entry to that effect in the minutes of the meeting) is conclusive evidence that a resolution has been:
- (i) carried;
  - (ii) carried unanimously;
  - (iii) carried by a majority; or
  - (iv) lost.
- (b) Neither the Chair, nor the minutes, need to state the number or proportion of the votes recorded for or against the resolution. Also, it is not necessary to prove any of those matters.

## **22 WHAT RULES APPLY TO THE BOARD?**

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### **22.1 How many Directors are to be on the Board?**

- (a) The Board is to be composed of:
- (i) no more than one Elected Director from each Council Area — they are to be elected as rule 22.4 requires; and
  - (ii) up to three Appointed Directors who the Board appoints under rule 22.9.
- (b) The Board may allocate Directors to specific portfolios with specific responsibilities.

### **22.2 Who is eligible to be an Elected Director?**

- (a) An Elected Director must:
- (i) be a Voting Member;
  - (ii) be registered with a Club; and
  - (iii) in the Board's reasonable view must reside within the Council Area from which they are elected.

### **22.3 How are Elected Directors to be nominated?**

Nominations for Elected Director positions must be in accordance with the Regulations.

#### **22.4 How are Elected Directors to be elected?**

- (a) Elections for Elected Directors are to be conducted as APF's Regulations require.
- (b) If there are no eligible nominees for an Elected Director position, then that position will be deemed a casual vacancy.

#### **22.5 How long does an Elected Director hold office?**

- (a) An Elected Director holds office for three years — subject to rule 22.6.
- (b) Directors elected between February and May 2021 are subject to the transitional arrangements set by the Board, which varies the three year term in some specific cases.

#### **22.6 When does an Elected Director's term end?**

An Elected Director holds office until the end of the AGM at which that Elected Director's term of office ends, unless otherwise ended early under rule 22.11. An Elected Director whose term is ending is eligible for re-election under this Constitution.

#### **22.7 When does an Elected Director's term begin?**

- (a) If an Elected Director's term ends at an AGM, then the vacancy is filled by an individual who has been elected to fill the vacancy in accordance with rule 22.4.
- (b) An Elected Director elected under this rule takes office at the end of the meeting at which the position they are filling becomes vacant.

#### **22.8 How is a casual vacancy for an Elected Director to be filled?**

- (a) If there is a casual vacancy for an Elected Director, then the Board must arrange an election to fill the vacancy. The person elected:
  - (i) must, in the Board's reasonable view, reside in the relevant Council Area to which that Elected Director position relates;
  - (ii) holds office for the remainder of the vacating Elected Director's term; and
  - (iii) at the end of their term, may stand for re-election under the Constitution.
- (b) If, in the opinion of the Board, a casual vacancy leaves an insufficient time to effectively fill the vacancy, the position will remain vacant and must then be filled as part of the regular scheduled election process.

#### **22.9 How are Appointed Directors appointed etc.?**

- (a) The Board may appoint up to three Directors, known as Appointed Directors:
  - (i) who have specific skills that complement the Board; but
  - (ii) who need not have experience in, or exposure to, Parachuting; and
  - (iii) who need not be a Member.
- (b) An Appointed Director holds office for:

- (i) a term set by the Board;
- (ii) until their term ends under rule 22.11; or
- (iii) until the Board revokes their appointment.

#### **22.10 May Directors be remunerated etc.?**

A Director may not be paid for services as a Director. However, with the approval of the Board, and subject to the Corporations Act, APF may:

- (a) pay a person who is a Director for services they provide other than as a Director; and
- (b) reimburse a Director their reasonable travelling, accommodation and other expenses when they are:
  - (i) travelling to, or from, meetings of the Board, a Committee of APF; or
  - (ii) otherwise engaged in the affairs of APF.

#### **22.11 When does a Director's term of office end early?**

The office of a Director becomes vacant when the Corporations Act says it does, in accordance with rule 22.6, or 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 in writing to APF;
- (d) is an Elected Director and ceases for any reason:
  - (i) in the view of the Board or the relevant Council Executive to reside in the Council Area from which they are elected;
  - (ii) to be a Voting Member; or
  - (iii) to be registered with a Club.
- (e) is not present at three consecutive Board meetings without leave of absence from the Board; or
- (f) is directly or indirectly interested in any contract or proposed contract with APF and fails to declare the nature of their interest as the Corporations Act requires.

#### **22.12 May a Director appoint an Alternate?**

A Director cannot appoint an alternate.

### **23 WHAT ARE THE BOARD'S POWERS AND DUTIES?**

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#### **23.1 Who is to manage APF?**

The Board:

- (a) is to manage APF's business; and

- (b) may exercise all of APF's powers other than those that the Corporations Act or this Constitution require a General Meeting of Members to exercise.

### **23.2 What are the Board's specific powers?**

Without limiting rule 23.1, the Board may exercise all of APF's powers:

- (a) to borrow or raise money;
- (b) to charge any property or business; or
- (c) to give any other security for a debt, liability, or obligation of APF or of any other person.

### **23.3 May the Board extend timelines etc. under this Constitution?**

The Board may, using its absolute discretion (as long as it complies with the Corporations Act), extend any of the following that the Constitution requires:

- (a) a time limit;
- (b) a time period in which an event is to occur; or
- (c) a particular date by which a circumstance is to change.

### **23.4 May the Board delegate its powers?**

- (a) Without limiting rule 26.2, the Board may delegate any of its powers to the Chief Executive Officer, an appointed officer, Committee, or any employee of APF, or any other person:
  - (i) by resolution;
  - (ii) by power of attorney; or
  - (iii) in writing under seal.
- (b) If the Board delegates any of its powers, then the delegation:
  - (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 applies;
  - (ii) may be 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, to exercise a power of the Board, a person needs to form an 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.

### **23.5 What code of conduct applies to the Board?**

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.

## **24 HOW ARE BOARD MEETINGS TO BE MANAGED?**

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### **24.1 Who sets the Board's meeting procedures?**

As long as the Board meets at least four times in each calendar year, it may meet for conducting business, adjourn and otherwise regulate its meetings as it thinks fit.

### **24.2 How is the Board to vote?**

A question arising at a Board meeting is to be decided by a majority of votes of the Directors present and entitled to vote. Each Director present has one vote on a matter for the Board to decide.

### **24.3 Does the Chair have a casting vote?**

The Chair of the meeting does not have a casting vote. If an equal number of votes are cast in favour of and against a resolution, then the resolution is not carried.

### **24.4 What is the quorum for a Board meeting?**

The number of Directors who must be in attendance, either physical or via telecommunications, for a quorum to exist at a Board meeting is five.

### **24.5 What is the effect of a vacancy on the Board?**

- (a) If there is a casual vacancy in the position of an Elected Director, then the continuing Directors may act regardless of the vacancy.
- (b) However, if the number of Directors is below the number required for a quorum as per rule 24.4, then the remaining Directors may act only:
  - (i) to fill the vacancies to the extent necessary to bring their number up to that required for a quorum; or
  - (ii) to convene a Board Meeting.

### **24.6 How are Board meetings to be convened?**

- (a) If a minimum of three Directors requests the Chair convene a Board meeting in writing, then the Chair must do so.

### **24.7 What are the notice requirements for Board meetings?**

- (a) Notice of a Board meeting:
  - (i) must be given individually to each Director (except a Director on leave of absence approved by the Board);
  - (ii) at least 14 days before the meeting; and
  - (iii) may be given in person, by post, by telephone, or other electronic means.
- (b) If a person attends a Board meeting, then they waive any right they have to object to a failure to give them notice of the meeting.

- (c) A Board meeting, all things done at it, and resolutions passed at it, remain valid even if:
  - (i) a person sent a notice of the meeting does not receive it; or
  - (ii) the notice was accidentally never sent to them.

#### **24.8 What rules apply to chairing the meeting?**

- (a) The Board must elect a Director to be the Chair. The vote is to be a majority vote.
- (b) The Chair remains Chair until the earlier of:
  - (i) the end of one year; or
  - (ii) their term as Director ending in accordance with this Constitution.
- (c) When the Chair's term ends, the Board is to elect a new Chair by a majority vote.
- (d) The Chair is to chair any meeting of the Board. However, the Directors present at a meeting may elect one of them to be Chair of the meeting if:
  - (i) there is no person elected as Chair;
  - (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.

#### **24.9 May the Board pass a circulated resolution without meeting?**

- (a) The Board may pass a resolution without a Board meeting being held if:
  - (i) notice of the resolution is given to all Directors in writing; and
  - (ii) a majority of the Directors entitled to vote on the resolution endorse 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 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 this rule.
- (c) A resolution under this rule takes effect as soon as resolutions in favour are received from a majority of Directors entitled to vote on the resolution. A Director's resolution is taken to be signed when APF receives it in legible form.

#### **24.10 Does a defect in a Director's appointment etc. invalidate anything done?**

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:

- (a) there was some defect in the appointment, election, or qualification of any of them; or
- (b) that any of them was disqualified or had vacated office.

#### **24.11 How do a Director's interests influence voting etc.?**

- (a) As soon as practicable after a Director becomes aware that they have any material personal interest, or are involved in a related party transaction, as defined by the Corporations Act, then they must declare that interest to the Board.
- (b) If a Director declares a material personal interest or a related party transaction, then, unless the Board decides otherwise, they:
  - (i) must exempt themselves, or excuse themselves, from any discussions on the matter; and
  - (ii) are not entitled to vote on the matter.
- (c) If there is any uncertainty about anything to do with this rule, then:
  - (i) the issue is to be immediately put to a vote of the Board for resolution; or
  - (ii) if a vote is not able to resolve the issue, then the matter must be adjourned or deferred to the next meeting.
- (d) The Chief Executive Officer is to maintain a register of each Director's declared interests.

#### **24.12 What minutes must the Board arrange?**

The Board must arrange for minutes of meetings to be made and kept according to the Corporations Act. The Corporations Act does not allow Members an automatic right to inspect minutes of Board meetings. Matters relating to inspection of APF records are set out in rule 30.1.

### **25 HOW MAY THE BOARD MEET ELECTRONICALLY?**

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#### **25.1 How may the Board meet electronically?**

- (a) The Board may meet electronically, as long as:
  - (i) the number of Directors participating is at least 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 also apply to a telecommunications meeting.

#### **25.2 What are the specific rules for an electronic meeting?**

The following rules apply to an electronic meeting of APF:

- (a) everyone participating in the meeting must be linked by telephone, audio-visual or other instantaneous means of communication for the purposes of the meeting;
- (b) at the start of the meeting everyone taking part in the meeting must be able to hear, and to be heard by, each of the other people taking part;

- (c) everyone taking part in the meeting is deemed, for the purposes of this Constitution, to be present at the meeting;
- (d) at the start of the meeting each participant's presence must be clearly established to all other participants;
- (e) before a participant disconnects from an electronic meeting which is still underway, they must notify the Chair;
- (f) a person may conclusively be presumed to have been present at, and to have formed part of a quorum, at all times during an electronic meeting unless that person notified the Chair before leaving the meeting; and
- (g) a minute of proceedings of an electronic 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.

## **26 HOW IS THE CHIEF EXECUTIVE OFFICER TO OPERATE?**

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### **26.1 How is the Chief Executive Officer appointed?**

The Board must appoint a Chief Executive Officer.

### **26.2 Who sets the Chief Executive Officer's conditions and powers, duties, and authorities?**

- (a) The Board sets the Chief Executive Officer's:
  - (i) terms and conditions (including remuneration) of employment; and
  - (ii) powers, duties and authorities.
- (b) The Chief Executive Officer's exercise of their powers and authorities, and the performance of their duties, is subject to the Board's control.

### **26.3 Who may suspend or remove the Chief Executive Officer?**

The Board may suspend or remove the Chief Executive Officer from that office.

### **26.4 How may the Board delegate to the Chief Executive Officer?**

- (a) The Board may:
  - (i) delegate to the Chief Executive Officer the power to conduct the day-to-day management and control of the business and affairs of APF; and
  - (ii) set reservations on this power.
- (b) The delegation is to include the power and responsibility:
  - (i) to develop business plans, budgets, strategies, Regulations, processes and codes of conduct for the Board to consider;
  - (ii) to implement those business plans, budgets, strategies, Regulations, processes and codes of conduct to the extent the Board approves;
  - (iii) to manage the financial and other reporting mechanisms of APF;
  - (iv) to approve, and incur, expenditure within any specified limits the Board sets;

- (v) to sub-delegate their powers and responsibilities to employees and Operational Committees of APF; and
- (vi) any other powers and responsibilities that the Board consider appropriate to delegate to the Chief Executive Officer.

#### **26.5 May the Chief Executive Officer attend meetings?**

- (a) The Chief Executive Officer is entitled (unless the Board decides otherwise) to attend and speak at all meetings of:
  - (i) APF;
  - (ii) the Board; and
  - (iii) any Committees.
- (b) The Chief Executive Officer is not entitled to vote at any of those meetings.

#### **26.6 May the Chief Executive Officer be on the Board?**

The Chief Executive Officer is ineligible to be a Director for at least three years after the date their term as Chief Executive Officer ends.

### **27 WHAT ARE THE RULES FOR A COMPANY SECRETARY?**

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#### **27.1 Who appoints the Company Secretary?**

The Board must appoint at least one Company Secretary.

#### **27.2 Who may suspend and remove the Company Secretary?**

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

#### **27.3 What are the powers, duties and authorities of the Company Secretary?**

The Board sets the Company Secretary's:

- (a) terms and conditions (including remuneration) of employment; and
- (b) powers, duties and authorities.

### **28 WHAT RULES APPLY TO COMMITTEES?**

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#### **28.1 How may the Board delegate its powers?**

The Board may delegate any of its powers to Committees consisting of people it thinks fit — including Directors, individuals and consultants. It may vary or revoke any of those delegations.

#### **28.2 What powers do Committees have?**

- (a) A Committee must exercise its powers according to 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.

### **28.3 What rules apply to Committee meetings?**

Committees must maintain a record of proceedings or recommendations the Committee makes as the Board requires from time to time. Committee meetings are governed by the provisions of the relevant Charter, where one exists.

### **28.4 How may the Board revoke a delegation?**

The Board may, in writing, revoke wholly or in part any delegation made under the provision of this Constitution or Board regulations.

### **28.5 How may the Board change a decision under a delegation?**

Generally, the Board may not amend, repeal or veto any decision made by a Committee or person under this rule. However, it may do any of those things if the relevant decision is clearly contrary to any of; this Constitution, the Regulations, the Corporations Act, the Objects of APF, or the Committee's delegation.

## **29 HOW ARE REGULATIONS MADE?**

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### **29.1 May the Board make Regulations?**

- (a) The Board may, as it thinks necessary or desirable (by itself or by delegation to a Committee), formulate, approve, issue, adopt, interpret and amend Regulations for the proper:
  - (i) advancement, management and administration of APF; or
  - (ii) advancement of the Objects of APF and Parachuting.
- (b) Any Regulations made under this rule must be consistent with this Constitution.

### **29.2 Are the Regulations binding?**

All Regulations made under this rule bind APF and Members.

### **29.3 How are Members to be told of changes to the Regulations?**

- (a) If there is any change to the Regulations (or to the interpretations of the Regulations) then the Board is to arrange for the Chief Executive Officer to prepare a notice explaining the change to Members.
- (b) Notices sent under this rule bind all Members.

## **30 MAY MEMBERS INSPECT RECORDS?**

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### **30.1 What rights do Members have to inspect records?**

- (a) The Corporations Act allows for Members to inspect some registers and minutes but does not include any right to view Board minutes.
- (b) In limited cases, the Board may, by resolution, authorise a Member to inspect any specific books, records or minutes as the Board thinks necessary.

## **31 HOW ARE DOCUMENTS TO BE GIVEN TO PEOPLE?**

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### **31.1 Does this rule apply to notices?**

In this rule *document* includes a *notice*.

### **31.2 How may documents be given to a Member?**

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;
- (c) by sending it to them electronically at an address etc. the Member has nominated; or
- (d) by making it available to them electronically and letting them know about that availability at an address etc. the Member has nominated.

### **31.3 How may a Member give a document to APF?**

A Member may give a document or information to APF:

- (a) by delivering it to APF's registered office;
- (b) by sending it by post to APF's registered office; or
- (c) by sending it electronically to an address etc. in a way that APF nominates.

### **31.4 What rules apply to documents sent by post?**

- (a) A document sent by post:
  - (i) in Australia, may be sent by ordinary post; or
  - (ii) outside Australia, or sent from an address outside Australia, must be sent by airmail.
- (b) A notice is taken to have been received on the fifth business day after the date of its posting.

### **31.5 What rules apply to electronic transmissions?**

If a document or information is sent electronically, then its delivery is taken to have been delivered on the business day after its successful transmission to the correct address etc.

## **32 HOW ARE APF OFFICERS INDEMNIFIED?**

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### **32.1 Which APF officers are indemnified?**

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

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

### **32.2 What are Indemnified Officers indemnified against?**

- (a) APF will indemnify (subject to the exceptions in paragraph (b)) each Indemnified Officer out of the property of APF against:
  - (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs as an officer of APF or of a related body corporate of 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 APF or of a related body corporate of APF.
- (b) The exceptions to the indemnity in paragraph (a) are that the indemnity will not apply if:
  - (i) APF is forbidden by statute law to indemnify the person against the liability or legal costs; or
  - (ii) an indemnity by APF of the person against the liability or legal costs would, if given, be made void by statute law.

### **32.3 May APF insure its Indemnified Officers?**

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 APF or of a related body corporate of APF including a liability for legal costs. However, APF may not do this if it:

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

### **32.4 May APF enter into a deed with Indemnified Officers?**

APF may enter into a deed or a deed poll with any Indemnified Officer to give effect to the rights conferred by rule 32 on the terms the Board thinks fit (as long as they are consistent with rule 32).

## **33 WHAT RULES APPLY ON A WINDING UP OF APF?**

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### **33.1 What is the limit on how much Members may have to pay in a winding up?**

- (a) If APF is wound up whilst a person is a Voting Member, or within one year after they stop being a Voting Member, then they must contribute up to \$1.00 AUD to APF's property as needed:
  - (i) to pay APF's debts and liabilities contracted before their membership ceased;
  - (ii) to pay the costs of winding up; and
  - (iii) to pay adjustment of the rights of the contributories among themselves.



- (b) No other Member must contribute to APF's property if APF is wound up.

### **33.2 What happens to excess property on a winding up?**

- (a) If, on the winding up or dissolution of APF after satisfaction of all its debts and liabilities, any property remains then that property must be given or transferred to another body or bodies:
  - (i) having Objects similar to those of 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 court who has, or who acquires, jurisdiction in the matter.

## **34 HOW MAY THIS CONSTITUTION BE CHANGED?**

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This Constitution may be altered only by Special Resolution and in accordance with the Corporations Act. Rule 2.1 defines a Special Resolution.

## **35 HOW ARE CERTAIN WORDS AND PHRASES TO BE INTERPRETED?**

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### **35.1 Words and phrases**

- (a) In this Constitution:
  - (i) a reference to a *function* includes a reference to a power, authority and duty;
  - (ii) if a reference to the *exercise* of a function is to a function that is a power, authority or duty, then the reference includes the exercise of the power or authority, or the performance of the duty;
  - (iii) a reference to a Member *present* at a General Meeting includes the Member being present in person, via telecommunications, by proxy or by Representative;
  - (iv) a reference to a *document* or *instrument* includes any amendments made to it 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 authority, and an unincorporated body or association;
  - (vii) words importing the singular include the plural and vice versa;
  - (viii) a reference to a *law* includes regulations and instruments made under it;
  - (ix) a reference to a *law* or to 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;

- (x) the words *include, includes, including* and *for example* are not to be interpreted as words of limitation;
  - (xi) if this Constitution requires a document (including a notice) to be *signed*, then that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted:
    - by law;
    - by any State or Commonwealth law relating to electronic transmissions; or
    - in any other manner approved by the Board; and
  - (xii) *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, then:
- the phrase or provision is to be read down if possible, so as to be valid and enforceable; and
  - otherwise, the phrase is to 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. None of the Objects are more important than any other object. The fact that any Objects are specified in detail does not make them more important than any Objects that are not specified in detail. None of the Objects limit any of the other Objects. The rule of construction known as the *ejusdem generis rule* does not apply to rule 3.

## **35.2 Corporations Act**

- (a) An expression used in this Constitution to deal with a matter dealt with in the Corporations Act has the same meaning as in that Act — unless the context requires otherwise.
- (b) This Constitution (in places where it diverges from the replaceable rules) displaces the replaceable rules that would otherwise apply to APF. Those replaceable rules do not apply to APF.

## **35.3 Headings**

Headings in this Constitution are for convenience. They do not affect the interpretation of this Constitution.