



CONSTITUTION

As amended and adopted at May 2009 Annual General Meeting

**CONSTITUTION OF THE
AUSTRALIAN FENCING FEDERATION INCORPORATED**

ABN 90 209 501 432

Registered No. A0018794Z

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1. NAME

In accordance with the provisions of the Associations Incorporation Act 1981, a non-profit association called the "Australian Fencing Federation Incorporated" will hereby be constituted.

2. INTERPRETATIONS

- (i) Unless the contrary intention appears from the context:

"Act" shall mean the Association Incorporation Act 1981 of the State of Victoria;

"Affiliated Association" shall mean a State Fencing Association affiliated with the Federation pursuant to Clause 3 B;

"Delegate" shall mean a registered fencer duly appointed by an Affiliated Association to represent it on the Federation;

"Electronic Mail" shall mean facsimile or other means of electronic transmission of data approved from time to time by the Executive;

"Executive" shall be the office bearers of the Federation in accordance with Clause 7 (iii);

"Federation" shall mean the Australian Fencing Federation Incorporated;

"F.I.E." shall mean Federation Internationale d'Esclime;

"Financial Statements" shall mean Statement of Financial Performance, Statement of Financial Position, Statement of Cash Flows and the Notes thereto, including such statements as required by the Act;

"Financial Year" shall mean a 12 month period as defined by the Executive from time to time;

"General Meeting" shall mean a general meeting of members convened in accordance with Clause 9 or Clause 10;

"Independent Auditor" shall mean an auditor appointed by the Federation who is eligible to be so appointed under the Section 30B of the Act and is not a Registered Fencer or member of an Affiliated Association;

"Mail" shall mean post or electronic mail;

"Members" shall mean the delegates and Executive of the Federation;

"Registered Fencer" shall mean a person recognised or affiliated with an Affiliated Association and for whom the Affiliated Association would be required to pay the Federation the prescribed fees;

"The Regulations" shall mean the regulations under the Act;

"State" shall be deemed to include the territories of and under the control of the Commonwealth of Australia.

- (ii) Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 of the State of Victoria and the Act as enforced from time to time.

Words of the masculine gender shall include the feminine and vice versa.

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

3. MEMBERSHIP

A. The membership of the Federation shall comprise:

- (i) (a) President
- (b) Five Directors - amongst whom will be allocated the portfolio responsibilities of the duties of officers, including Public Officer, required to be elected by the Act and Regulations
- (c) One delegate appointed by each Affiliated Association.

(ii) Honorary members

Persons who have given outstanding service to Fencing may be elected as honorary members for such period as the Federation deems fitting. An honorary member shall have no liability as regards fees or subscriptions, and shall not be entitled to vote at any meeting unless he is a member.

(iii) Associate members

Associations and/or organisations whose aims and activities are closely related to Fencing and/or regarded as essential in achieving the Federation's objects in accordance with the Statement of Purposes of the Federation may be elected as Associate members. Associate members shall pay such affiliation fee as may be prescribed by the Federation but shall have no other liabilities as regards fees, subscriptions or levies and shall not be entitled to vote at any meeting.

B. The State Fencing Association of each State shall be Affiliated Associations provided they comply with the following requirements:

- (a) they shall be properly constituted bodies having a President, Secretary and/or Treasurer;
- (b) the clubs forming the Association shall be properly constituted Fencing Clubs, each having a President, Secretary and/or Treasurer;
- (c) the constitution of the Association shall provide that the Rules and the Statutes of the F.I.E. be obligatory for all members forming that State Association;
- (d) there shall be a minimum number of 2 Fencing clubs affiliated with the State Association and a minimum number of 24 registered fencers;
- (e) only the State Association recognised by the Federation as being the competent body for Fencing in that State shall be eligible to be an Affiliated Association;
- (f) the constitution of each State Association shall be acceptable to the Federation;
- (g) it shall within the time limited by the Federation pay such subscription fees or levies as are prescribed.

4. ANNUAL SUBSCRIPTIONS

Each Affiliated Association shall pay such annual subscription as is prescribed by the Federation from time to time in General Meeting. Each such annual subscription shall be due and payable on the first day of January in each year.

5. REGISTER OF MEMBERS

The Public Officer shall keep and maintain a register of members and Affiliated Associations in which will be entered the full name, address and date of entry of the name of each member and Affiliated Association and register shall be available for inspection by members at the address of the Public Officer.

6. RESIGNATION OR REPLACEMENT OF DELEGATES

A delegate may resign at any time by providing one month's notice in writing to the Secretary of his intention to resign. Upon the expiration of such notice the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given ceased to be a member.

The Affiliated Association which nominated the delegate who has resigned shall within one month of being advised by the Secretary of the resignation of the delegate appoint a replacement Delegate. If the State Association fails to nominate a replacement delegate, the Executive may appoint a member of the relevant Affiliated Association to be a member of the Federation to replace the delegate who resigned.

Each Affiliated Association may replace its delegates at any time or may fill a vacancy by appointing another delegate instead of the one previously appointed and such Association shall inform the Secretary of the Federation in writing of such appointment under the signature of the Association's President or Secretary or Treasurer.

7. EXECUTIVE

- (i) The affairs of the Federation shall be managed by an Executive constituted as provided hereunder.
- (ii) The Executive:
 - (a) Shall have the authority to exercise between meetings of the Federation the power, management and control vested in the Federation provided that:
 - (i) Any action taken by virtue of this clause shall be recorded in the minutes of the Federation; and
 - (ii) A copy of each decision made by the Executive between meetings of the Federation shall be circulated to each member and Affiliated Association within fourteen days after the meeting at which the decision was made.
 - (b) Shall control and manage the day to day business and affairs of the Federation.
 - (c) Shall have authority over such other matters as may be provided for by this Constitution.
- (iii) The Executive of the Federation shall consist of:
 - (a) President
 - (b) Five Directors

all of whom shall be registered fencers provided that at least 3 Affiliated Associations should be represented.
- (iv) The Executive shall be elected at the annual general meeting first held after an Olympic Games, organized under the authority of the International Olympic Committee, and hold office until the conclusion of the annual general meeting first convened after the Olympic Games next succeeding their election.
- (v) In the event of a vacancy in any office referred to in sub-clause (iii) by death or resignation the Executive may appoint one of the members to the vacant office and the member so appointed shall hold office for the balance of the term of the member he replaces, or until the vacancy is filled by an election as provided for by this Constitution, whichever is the sooner.
- (vi) In addition to the matters set out in sub-clause (ii) the duties of the Executive are as follows:
 - (a) The President of the Federation is the Chief Executive of the Federation and shall represent the Federation on all bodies with which the Federation is affiliated or to which the Federation is called for a report. The President may at his discretion delegate or open for election the position of representative on outside bodies from time to time. The President is ipso facto a member of all commissions of the Federation except that unless elected to the position the President shall not be a member of the Selection Commission. The President shall act as Chairperson of meetings of the Federation.

- (b) A Director, elected by the Executive, shall as Vice President carry out the duties of the President in the President's absence and may represent the President on commissions as delegated from time to time.
- (c) A Director, elected by the Executive, shall carry out all statutory requirements of Public Officer imposed on him by the Act.
- (e) A Director, elected by the Executive, shall ensure that the responsibilities of Secretary shall be undertaken including the keeping of minutes of the resolutions and proceedings of each general meeting and each Executive meeting in books provided for that purpose together with a record of the names of persons present at such meetings. This minute book shall be available for perusal by members at reasonable times at their request. This Secretary shall also cause to be kept a resolution book in which all current resolutions shall be recorded. Minutes of meetings shall be promulgated to all members and Affiliated Associations. He shall ensure that copies of the Constitution and statement of purposes of the Federation are available for distribution to members and Affiliated Associations upon request. The Secretary shall be responsible for all correspondence and shall cause to be kept a list of registered fencers. An up to date inventory of all property belonging to the Federation shall be kept and the Secretary shall be responsible for the storing and maintenance of such property. He shall prepare and present the annual report to the annual general meeting.
- (f) A Director, elected by the Executive, shall ensure that the responsibilities of Treasurer shall be undertaken including:
 - (a) collection and receipt all moneys due to the Federation and make all payments authorised by the Federation; and
 - (b) keeping of correct accounts and books showing the financial affairs of the Federation with full details of all receipts and payments connected with the activities of the Federation.
 - (i) All receipts and payments shall pass through the Federation's account with a recognised financial institution in a manner consistent with the procedures for the receipt and disbursement of funds as adopted by the Federation Executive and recommended by the Federation's Finance & Administration Committee from time to time.
 - (ii) Books of account shall be available for inspection by members, Affiliated Associations or their nominated representative providing one week's notice is given to the Treasurer.
 - (iii) The Treasurer shall present the financial statements of the Federation and the Independent Auditor's report thereon which shall be included in the annual report to the annual general meeting. The accounts shall be circulated to members and affiliated associations at least three weeks prior to the annual general meeting.
 - (iv) At least once annually the accounts of the Federation shall be audited by an Independent Auditor who shall have the right to report on their findings to any meeting of the Federation. The auditors shall be appointed by the Federation at its Annual General Meeting.

8. POWERS

Subject to this Constitution the Federation shall have full power jurisdiction and authority to do all things necessary to carry out the business, the affairs of and the purposes of the Federation. The statement of purposes of the Federation is in Schedule 1.

The business and affairs of the Federation shall be carried out by the members in general meeting which shall subject to this Constitution have exclusive power to make rules, regulations, and by-laws for the peace, order, good government and administration of Fencing throughout Australia and recognised territories thereof and without limiting the generality of the foregoing inter alia with respect to:

- (i) The conduct of Australian championships or other appropriate tournaments; provided always that the Federation shall have power to delegate all functions necessary for the preparation of these championships or tournaments to any Affiliated Association.
- (ii) The selection and/or representation of Australian Registered Fencers at international competitions.

- (iii) The representation of the Federation at meetings, conferences and other appropriate functions.
- (iv) The imposition and collection from affiliated Associations of subscriptions, fees and/or levies.
- (v) The affiliation of all eligible fencers to the F.I.E.
- (vi) Intercourse between the Federation and all International Fencing Organisations.
- (vii) The procedure to be adopted at meetings of the Federation.
- (viii) The disciplining of registered fencers subject to the rights of Affiliated Associations to take such disciplinary action as they are empowered to do.
- (ix) To make such rules as are considered appropriate for the conduct of the Federation, and the Executive in the fulfilment of the purposes of the Federation and these rules.

9. ANNUAL GENERAL MEETING

- (a) The Federation shall in each calendar year convene an annual general meeting of its members to be held no later than 5 month from the date of the end of the financial year. The annual general meeting shall be specified as such in the notice convening it.
- (b) The ordinary business of the annual general meeting shall be as follows:
 - (i) The President shall declare the meeting open.
 - (ii) The Secretary shall present the minutes of the previous annual general meeting for acceptance.
 - (iii) Any business arising from the minutes shall be dealt with.
 - (iv) The Secretary shall present the annual report for acceptance.
 - (v) Any business arising from the above report shall be dealt with.
 - (vi) The Treasurer shall present the Financial Statements and the Independent Auditors report thereon for acceptance.
 - (vii) Any business arising from the above Financial Statements and Independent Auditors report shall be dealt with.
 - (viii) Relevant correspondence shall be dealt with.
 - (ix) Any business arising from the correspondence shall be dealt with.
 - (x) Any other reports shall be submitted.
 - (xi) Any business arising from these other reports shall be dealt with.
 - (xii) Any special business of which notice has been given in accordance with this Constitution shall be dealt with.
 - (xiii) Elections for the position on the Executive will be conducted by secret exhaustive ballot.
 - (xiv) Election of delegates to such other bodies as from time to time are prescribed and election of Commissions.
- (c) The annual general meeting shall be in addition to any other general meeting that may be held in the same year.

10. SPECIAL GENERAL MEETING

- (a) All general meetings other than annual general meetings shall be called special general meetings.
- (b) The Executive may whenever it thinks fit convene a special general meeting of the Federation and where, but for this sub-clause more than 15 months would lapse between annual general meetings shall convene a special general meeting before the expiration of that period.
- (c) The Executive, shall on the requisition in writing of not less than two delegates convene a special general meeting of the Federation. The requisition for a special general meeting by delegates shall state the objects of the meeting and shall be signed by the delegates making the requisition and be sent to the Secretary and may consist of several documents in like form each signed by one or more of the delegates making the requisition.
- (d) If the Executive does not give notice of a special general meeting within four weeks after the date on which the requisition is sent to the address of the Secretary the delegates making the requisition or any of them may convene a special general meeting to be held not later than three months after that date.
- (e) A special general meeting convened by members in pursuance of this Constitution shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Executive and all reasonable expenses incurred in convening the meeting shall be refunded by the Federation to the persons incurring the expenses.

11. NOTICE OF MEETING

- (a) The Secretary shall at least eight weeks before the date fixed for holding a general meeting of the Federation cause to be sent to each member and Affiliated Association at the address appearing in the register of members a notice by mail stating the place, date and time of the meeting and call for members and Affiliated.

Associations to advise in writing within four weeks of items of business which they require to be considered at the general meeting.
- (b) Upon the time for the notification of items of business as provided for in sub-clause (a) hereof expiring the Secretary shall notify all members and Affiliated Associations in writing of the nature of the business to be transacted at the meeting.
- (c) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (d) A member or Affiliated Association desiring to bring any business before a meeting except as provided for by sub-clause (a) hereof may give notice of that business in writing to the Secretary who shall include that business in the notice calling the next general meeting after the receipt of the notice.

12. PROCEEDINGS AT MEETINGS

- (a) All business that is transacted at a general meeting with the exception of that specially referred to in this Constitution as being the ordinary business of the annual general meeting shall be deemed to be special business.
- (b) No item of business shall be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time when the meeting is considering that item. The quorum for general meetings shall be six members of which a minimum of three shall be delegates, representing a minimum of three Affiliated Associations.
- (c) An Athletes' Representative may attend all general meetings and take part in proceedings with voting rights, except in matters of election for the AFF Executive. The Athletes' Representative will be afforded the same travel and accommodation considerations as the AFF Executive. The Athletes' Representative shall be elected by and from the AFF Athletes Commission in a manner determined by the AFF Executive, but must be a:
 - currently competing fencer (defined as having competed in at least one AFF national tournament in the past calendar year) and
 - financial member of a state affiliated with the Federation.

- (d) Registered fencers and invited guests of the Federation may attend general meetings but shall not take part in the proceedings unless requested by direct invitation of the President. Visitors shall have no vote and are defined as any other person other than a member of the Executive, delegate or proxy or honorary member.
- (e) If within half an hour after the appointed time for commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the President at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time for the commencement of the meeting the members present (being not less than three) shall be a quorum.
- (f) A Chairperson of a general meeting at which a quorum is present may with the consent of the meeting adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left and unfinished at the meeting at which the adjournment took place.
- (g) Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of a general meeting. Except as specified in the two preceding sub-clauses, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (h) A question arising at a general meeting of the Federation shall be determined on a show of hands, and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the Federation is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (i) Upon any question arising at a general meeting of the Federation a member has one vote only.
- (j) All votes shall be given personally or by proxy.
- (k) In the case of an equality of voting on a question the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (l) If at a meeting a poll on any question is demanded by not less than three members it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (m) A poll that is demanded on the election of a Chairperson or on the question of adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.
- (n) A member is not entitled to vote at any general meeting unless all moneys due and payable by the Affiliated Association of which he is a member to the Federation are paid.
- (o) Every member shall be entitled to appoint another member as his proxy by written notice given to the Chairperson.
- (p) A decision of the Chairperson of the meeting for the time being as to the interpretation of this Constitution and as to any matter not provided for herein shall be final unless a motion of dissent be proposed at the same meeting and carried by a majority of the members present. Such motion of dissent shall not be discussed.
- (q) To facilitate the conduct of its business the Federation, may by resolution adjourn, vary procedure or otherwise regulate any of its meetings or proceedings as it so determines provided that such variations are not inconsistent with this Constitution.
- (r) Except where this Constitution otherwise provides, the conduct of and procedure of meetings shall be in accordance with the latest available edition of Law and Procedure at Meetings of Joske which shall be available at all meetings.

13. ELECTION OF EXECUTIVE

- (a) At the time of giving notice of the annual general meeting the Secretary shall call for nominations from Affiliated Associations for members of the Executive and such other positions as are provided for in this Constitution. Nominations shall be in writing signed by a delegate or the secretary of an Affiliated Association, and by the nominee in evidence that he is willing and able to accept the duties and responsibilities of the office. Nomination shall close four weeks before the date set down for the annual general meeting. When nominations have closed the Secretary shall notify all members and Affiliated Associations immediately of all nominations received. In the event of no nomination being received for a particular office the office shall be filled at the annual general meeting by nominations and election.
- (b) If there is one nominee only for a position on the Executive, the person nominated must still stand for election and receive greater than 50% of the vote in favour of his election. If this requirement is not obtained, the position shall be deemed to have received no nomination and the position shall be filled in accordance with the relevant part of sub-paragraph (a) hereof.
- (c) If the number of nominations for a position exceed the number of vacancies to be filled an exhaustive ballot shall be held.
- (d) Only delegates shall be eligible to vote in the election of members of the Executive, but this shall include those members of the then existing Executive who are also delegates.
- (e) The office of a member of the Executive of the Federation becomes vacant if the officer:
 - (i) ceases to be a registered fencer;
 - (ii) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code or the Commonwealth Bankruptcy Act; or
 - (iii) resigns his office by notice in writing given to the Secretary.
- (f) The Executive elected under the preceding sub-clause shall take office at the conclusion of the meeting in which they are elected and shall remain for the term defined in Clause 7 (iv).
- (g) Elections for all positions shall be by secret exhaustive ballot of delegates, two returning officers being elected by the Federation. In the event of equality of votes, a second election shall be held. If this results also in equality of votes, the President or in his absence a temporary Chairperson elected from the Federation shall have a casting vote.

14. PROCEEDINGS OF EXECUTIVE

- (a) The Executive shall meet at least three times in each year at such place and at such time as the Secretary may determine.
- (b) Notice shall be given to members of the Executive of any meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such meeting.
- (c) No business shall be transacted unless a quorum is present, and if within half an hour of the time appointed for the meeting the quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day of the following week unless the meeting was a special meeting in which case it lapses.
- (d) At a meeting of the Executive, the President or in his absence the Vice-President shall preside or if the President and Vice-President are absent one of the remaining members of the Executive as may be chosen by the members present shall preside.
- (e) Each member present at a meeting of the Executive (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (f) Written notice of each Executive meeting shall be served on each member of the Executive by delivering it to him or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least seven days before the date of the meeting provided that a meeting of the Executive may be held with such shorter notice as may be agreed upon by four members of the Executive.

- (g) Provided that a quorum of the Executive exists, the Executive may act notwithstanding any vacancy on the Executive.
- (h) An Executive meeting shall also be convened by the Secretary when two members of the Executive consider it necessary.
- (i) The quorum for Executive meetings shall be three.

15. REMOVAL OR REPLACEMENT OF OFFICE BEARERS AND OTHER REPRESENTATIVES OF THE FEDERATION

- (a) The Federation in general meeting may by a two-thirds majority vote of all members, remove any member of the Executive, selector, member of the Commissions or any other person representing the Federation before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first mentioned member. Where the member of the Executive or office bearer to whom a proposed resolution referred to in this clause makes representations in writing to the Secretary or President of the Federation not exceeding a reasonable length and requests that they be notified to the members of the Federation, the Secretary or the President may send a copy of the representations to each member of the Federation, or if they are not so sent the member may request that they be read out at the meeting.
- (b) In the event of a vacancy occurring in any of the offices of the Federation through death, resignation or other causes, nominations shall be invited from members. Nominations shall be in writing signed by a delegate or the secretary of a State Association and by the nominee and shall close within thirty days of the day of posting. The nomination shall be forwarded to delegates who should vote thereon within fourteen days of the date of posting and otherwise in accordance with the requirements in relation to postal votes.

16. COMMISSIONS

- (a) The Federation may establish at either an annual general meeting or general meeting such commissions as may be necessary to promote the purposes of the Federation.
- (b) The responsibilities, composition and tenure of such commissions shall be determined by the meeting at which the commissions are established. These details will be recorded in the Administrative Rules of the Federation.
- (c) At each annual general meeting the Federation shall receive a report from the commissions, and review and determine, as necessary, the responsibilities, composition and tenure of such commissions.

17. NOTICES

A notice may be served by or on behalf of the Federation upon any member or Affiliated Association either personally or by sending it by mail to the member or the Association at his address shown in the register of members. Where a document is properly addressed mailed to a person the document shall unless the contrary is proved be deemed to have been given to the person at the time at which the document would have been delivered in the ordinary course of mailing.

18. MAIL BALLOT

- (a) Any business which in the opinion of two members of the Executive or three members of the Federation requires urgent attention may be resolved by mail vote.
- (b) A resolution submitted to a mail ballot as provided by this article, if approved, shall have the same effect as if passed at a general meeting of the Federation excepting that no resolution to amend the Constitution or the purposes of the Federation shall be submitted to a mail ballot.
- (c) Resolutions submitted to a mail ballot may be so submitted by the Secretary at any time and shall be so

submitted upon the Secretary receiving a request in writing signed by three members requesting that the resolution be so submitted, or alternatively upon being requested to do so by two members of the Executive. Within seven days of receipt of such request the Secretary shall forward notice of Mail Ballot together with a copy of the resolution to all members and Affiliated Associations. Each member shall cast a vote on such resolution to the Secretary by letter or if required by mail within thirty days of the date of notice.

- (d) On the expiry of the time for voting the Secretary shall notify the members and Affiliated Associations of the result of the ballot. All votes must bear evidence of mailing by the due date. In the event of the votes cast being equal on a resolution requiring positive action, the President shall have a casting vote.
- (e) Every resolution submitted to a postal ballot and adopted by the Federation should be recorded in the minute book of the Federation.

19. RESCISSIONS OF RESOLUTIONS

No resolution of any general meeting of the Federation shall be rescinded except at a subsequent general meeting.

20. SEAL

The common seal of the Federation shall be kept in the custody of the Public Officer. The common seal shall not be affixed to any instrument except by the authority of the Executive and the affixing of the common seal shall be attested by the signatures of two members of the Executive.

21. CUSTODY OF RECORDS

Except as otherwise provided in this Constitution, the Secretary, Public Officer and Treasurer shall keep in their respective custody or under their respective control all books, documents and securities of the Federation, relevant to their office.

22. FUNDS

The funds of the Federation shall be derived from fees, annual subscriptions, donations and such other sources as the Executive or the members determine.

23. FEDERATION REFEREE'S LICENCES

The Federation Referee's Licence shall be awarded to successful candidates after examination and shall be valid for a period of four years. Such licence can be renewed by the Executive upon the recommendation of the Referees' Commission upon the following conditions:

- (a) After an examination as provided for under sub-clause (ii) of the preceding Clause.
- (b) Without an examination to referee appointed pursuant to sub-clause (i) of the preceding clause whom the panel considers have performed their duties in a satisfactory way at a tournament conducted under the auspices of the Federation in the presence of at least two members of the Referees' Commission.

24. THE TEAMS

- (a) All members of Australian Fencing teams shall conform with arrangements made for the team by the manager.
- (b) The manager of the team shall submit a budget of the estimated cost of the teams representation to the Treasurer, for consideration and ratification by the Executive, and the Executive shall determine the method of raising funds to cover such estimated costs as approved.

25. DISCIPLINARY ACTION

A general meeting may by a simple majority, cancel the affiliation of any Affiliated Association for such period as the general meeting may decide and may disqualify, suspend the membership of, or impose such other penalties as may be deemed appropriate, on any Member, Associate Member or Registered Fencer of the Federation in accordance with its powers, provided herein, provided that no such decision shall be taken until the Affiliated Association, Member, Associate Member, or Registered Fencer concerned receives notice in writing of the matters complained of and not less than 28 days thereafter is given the opportunity of addressing a general meeting to provide an explanation thereof.

26. ALTERATION OF CONSTITUTION AND STATEMENT OF PURPOSE

The Constitution and the Statement of Purpose of the Federation shall not be altered except by a 75% majority vote of all members at a general meeting. A minimum of 28 days notice shall be provided to members for such a general meeting.

27. WINDING UP OR CANCELLATION

In the event of the winding up or cancellation of the incorporation of the Federation, the assets of the Federation shall be disposed of in accordance with the provisions of the Act.

STATEMENT OF PURPOSES

The purposes of the Federation are:

1. To promote, encourage and control Fencing as a sport in Australia.
2. To ensure the proper and adequate representation of and participation by Australian fencers at Olympic and British Commonwealth Games, World, Commonwealth and Oceania Championships and other international Fencing events subject to the rules and statutes of the Federation Internationale d'Escrime.
3. To ensure the proper and adequate representation of the Federation at such meetings where the Federation deems it necessary.
4. To govern the conduct and control of Australian Fencing Championships and other tournaments under control of the Federation.
5. To affiliate and or maintain affiliation with Federation Internationale d'Escrime, Australian Olympic Federation and other appropriate sporting bodies and to represent the interests of Australian Fencing thereon.
6. To maintain and improve the standard of Fencing in Australia.
7. To determine questions relating to Fencing submitted to it by State Associations with regard to international and/or interstate competition.
8. To make such rules and by-laws as the Federation may consider necessary to further any one or more of the above objects.

Solely for the purposes of furthering the purposes set out above the Federation shall have power:

- a) To take over the funds and other assets and the liabilities of the unincorporated Federation known as Australian Amateur Fencing Federation.
- b) To indemnify any person for any loss or damage incurred as a result of having on behalf of the unincorporated Federation become liable to pay any amount by way of damages or otherwise.
- c) To subscribe, become a member of and co-operate with any other association, club or organisation whether incorporated or not, whose objects are altogether or in part similar to those of the Federation provided that the Federation shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Federation under or by virtue of the rules thereof.
- d) To buy, sell and deal in all kinds of articles, commodities and provisions both liquid and solid for the members of the Federation or persons frequenting the Federation's premises.
- e) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with, any of the objects of the Federation: Provided that in case the Federation shall take or hold any property which may be subject to any trusts the Federation shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- f) To enter into any arrangements with any Government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Federation; to obtain from any such government or authority any rights, privileges and concessions which the Federation may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 9) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for purposes of the Federation.

- h) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Federation's interests, and to contribute to, subsidize or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- i) To invest and deal with the money of the Federation not immediately required in such manner as may from time to time be thought fit.
- j) To take or otherwise acquire and hold shares, debentures or other securities of any company or body corporate.
- k) To lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- l) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Federation's property or assets present or future and to purchase, redeem or pay off any such securities.
- m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- n) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Federation.
- o) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Federation's property of whatsoever kind sold by the Federation or any money due to the Federation from purchasers and others.
- p) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Federation but subject always to the proviso in paragraph (e).
- q) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Federation in the shape of donations, annual subscriptions or otherwise.
- r) To print and publish any newspapers, periodicals, books or leaflets that the Federation may think desirable for the promotion of its objects.
- s) To amalgamate with any one or more incorporated association having objects altogether or in part similar to those of the Federation and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Federation under or by virtue of the rules.
- t) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Federation is authorised to amalgamate.
- u) To translate all or any part of the property, assets, liabilities and engagements of the Federation to any one or more of the incorporated associations with which the Federation is authorised to amalgamate.
- v) To make donations for patriotic, charitable or community purposes.
- w) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- x) To do all such other things as are incidental or conducive to the attainment of the purposes and exercise of the powers of the Federation.

DISPUTES AND MEDIATION

The grievance procedure set out in the clauses forming this schedule is required under the Victorian Association Incorporations Act 1981, unless or until another disputes resolution clause has been agreed by a general meeting of the Australian Fencing Federation.

1. This clause applies to disputes under this Constitution between -
 - (a) a member and another member; or
 - (b) a member and the Federation or
 - (c) an Affiliated Association and the Federation.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be -
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement -
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Federation; or
 - (ii) in the case of a dispute between a member and the Federation, or between an Affiliated Association and the Federation, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Federation can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must -
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.