

CONSTITUTION OF THE AUSTRALIAN SPEARFISHING ASSOCIATION LIMITED

This Constitution was adopted by resolution of the Members virtually on 11 May 2026.

Registered Office:

544 Solitary Islands Way, Moonee Beach NSW 2450

1. NAME

1.1. The name of the Company is Australian Spearfishing Association Limited (“the Association”).

1.2. The Association is a public company limited by guarantee under the Corporations Act 2001 (Cth).

2. INTERPRETATION

2.1. In this Constitution, unless the context requires otherwise:

2.1.1. “Act” means the Corporations Act 2001 (Cth).

2.1.2. “Active Member” means an insured individual approved by the Board, entitled to vote.

2.1.3. “Affiliate Member” means an uninsured individual approved by the Board, not entitled to vote.

2.1.4. “Junior Member” means a Member who is under 18 years of age as at 1 January in the relevant calendar year.

2.1.5. “Board” means the Board of Directors of the Association.

2.1.6. “Chairperson” means the person elected under clause 11.8.

2.1.7. “Company Secretary” means the person appointed under clause 15.

2.1.8. “Director” means a director of the Association.

2.1.9. “General Meeting” means a meeting of Members duly convened.

2.1.10. “Life Member” means a person awarded life membership by resolution of Members.

2.1.11. “Member” means any person entered in the register of Members.

2.1.12. “Policy” means any policy approved by the Board.

2.1.13. “Special Resolution” has the meaning given in the Act.

2.2. Words importing the singular include the plural and vice versa.

2.3. Words importing any gender include all genders.

2.4. A reference to legislation includes any amendment or replacement.

2.5. Headings are for convenience only.

2.6. The replaceable rules in the Act do not apply.

3. OBJECTS

3.1. The Association is established as a not-for-profit organisation.

3.2. The objects of the Association are to:

3.2.1. Represent, promote and develop the recreational sport of spearfishing in Australia.

3.2.2. Encourage safety, environmental care and ethical participation.

3.2.3. Support community-based and family-oriented spearfishing clubs.

3.2.4. Promote education and awareness of sustainable marine practices.

3.2.5. Advocate on behalf of Members to governments and other organisations.

3.2.6. Foster cooperation between Australian spearfishing clubs and individuals.

3.2.7. Organise or sanction competitions, events and training programs.

3.2.8. Manage membership programs and facilitate insurance arrangements for participants.

3.2.9. Liaise with international bodies where appropriate.

3.2.10. Do all things incidental or conducive to these objects.

4. POWERS

4.1. The Association has all powers of a company limited by guarantee under section 124 of the Act.

4.2. These powers must be exercised only to further the objects of the Association.

5. INCOME AND PROPERTY

5.1. The income and property of the Association must be applied solely to its objects.

5.2. No income or property of the Association may be paid, transferred or distributed, directly or indirectly, to any Member.

5.3. No Director may be paid any fees or remuneration for acting as a Director of the Association.

5.4. Nothing in this Constitution prevents the payment in good faith of:

5.4.1. reimbursement of reasonable out-of-pocket expenses properly incurred on behalf of the Association;

5.4.2. payment for goods or services supplied to the Association in the ordinary course of business and on reasonable commercial terms; or

5.4.3. reasonable and proper rent for premises leased to the Association.

5.5. Any payment to a Director under this Constitution must be approved by the Board excluding the Director concerned.

5.6. The Association must not distribute profits, assets or surplus funds to Members whether during operation or on winding up except as expressly permitted under this Constitution.

6. MEMBERSHIP

6.1. Categories of membership are:

6.1.1. Active Members;

6.1.2. Affiliate Members;

6.1.3. Junior Members;

6.1.4. Life Members; and

6.1.5. Any additional category approved by Members in General Meeting.

6.2. Active Members must:

6.2.1. Pay the prescribed fee;

6.2.2. Maintain insurance coverage through an Association-approved insurance scheme; and

6.2.3. Be approved by the Board.

6.3. Affiliate Members must:

6.3.1. Pay the prescribed fee;

6.3.2. Be approved by the Board;

6.3.3. Acknowledge in writing that they are not covered by the Association's insurance; and

6.3.4. Participate in any activities at their own risk, release the Association to the extent permitted by law, and acknowledge that the Association accepts no liability for injury, loss or damage except as required by law.

6.4. Junior Members:

6.4.1. Must be under 18 years of age as determined under clause 2.1.4;

6.4.2. Must have consent from a parent or legal guardian;

6.4.3. Must comply with any additional requirements determined by the Board;
and

6.4.4. Are not entitled to vote.

6.5. A Member's age and membership category is determined as at 1 January in each calendar year and remains unchanged for that year.

6.6. Life Membership may be granted by Special Resolution on the Board's recommendation.

6.7. The Board shall maintain a register of Members recording name, category, address and date of admission.

7. MEMBERSHIP FEES

7.1. The Board shall determine annual fees for each category.

7.2. Fees may differ between categories and may include joining or insurance levies.

7.3. Membership lapses if fees remain unpaid 45 days after the due date unless extended by the Board.

7.4. The Board may reduce or waive fees in exceptional circumstances.

8. CESSATION OF MEMBERSHIP

8.1. A Member ceases to be a Member if the Member:

8.1.1. Resigns by written notice;

8.1.2. Fails to pay fees under clause 7;

8.1.3. Is expelled under clause 9; or

8.1.4. Dies or, if a corporation, is wound up.

8.2. A former Member forfeits all rights in the Association and its property.

9. DISCIPLINE

9.1. The Board must establish a disciplinary policy.

9.2. A Member may be disciplined for conduct which:

9.2.1. Breaches this Constitution or a Policy;

- 9.2.2. Brings the Association or the sport into disrepute; or
- 9.2.3. Is prejudicial to the interests of the Association.
- 9.3. The Member must receive written notice of the alleged conduct and be given a reasonable opportunity to respond.
- 9.4. The Board may resolve to:
 - 9.4.1. Issue a warning;
 - 9.4.2. Suspend membership; or
 - 9.4.3. Expel the Member.
- 9.5. A Member subject to suspension or expulsion may appeal the decision by written notice within 14 days.
- 9.6. The appeal shall be determined by an independent panel appointed by the Board, excluding any Director involved in the original decision.

10. GENERAL MEETINGS

- 10.1. An Annual General Meeting must be held in accordance with the Act.
- 10.2. The Board may convene a General Meeting at any time and must do so upon written request of at least 10 per cent of voting Members.
- 10.3. At least 21 days' notice must be given.
- 10.4. A quorum is three (3) voting Members present in person, by proxy or virtually.
- 10.5. No business may be transacted without a quorum.
- 10.6. If a quorum is not present within 30 minutes, the meeting is adjourned to a time and place determined by the Chairperson.
- 10.7. The Chairperson presides at General Meetings; if absent, Members elect a chair.
- 10.8. Each Active Member has one vote.
- 10.9. Proxy voting is permitted under the Act.
- 10.10. Resolutions are determined by majority of votes cast.
- 10.11. A poll may be demanded by the Chairperson or three Members.
- 10.12. Minutes must be kept.
- 10.13. Meetings may be held using technology.

11. BOARD OF DIRECTORS

- 11.1. The Board shall comprise not fewer than three (3) and not more than nine (9) Directors.
- 11.2. The Board may include up to seven Elected Directors and up to two Appointed Directors.
- 11.3. Appointed Directors are appointed by the Board based on skills and experience.
- 11.4. Each Director serves a three-year term and is eligible for re-election.
- 11.5. A Director may not serve more than two (2) consecutive terms but may be reappointed after a break of one term.
- 11.6. Directors must be 18 years or older.
- 11.7. An Elected Director must be an Active Member.
- 11.8. The Board shall elect a Chairperson from among its members.
- 11.9. The Chairperson serves a one-year term and may be re-elected.
- 11.10. A Director ceases to hold office if the Director:
 - 11.10.1. Resigns;
 - 11.10.2. Is removed by ordinary resolution of Members;
 - 11.10.3. Becomes disqualified under the Act;
 - 11.10.4. Becomes bankrupt or insolvent; or
 - 11.10.5. Is absent from three consecutive Board meetings without approval.
- 11.11. The Board may appoint a person to fill a casual vacancy until the next Annual General Meeting.

12. POWERS AND DUTIES OF THE BOARD

- 12.1. The Board manages the affairs and funds of the Association.
- 12.2. The Board may make, amend or repeal Policies.
- 12.3. The Board may delegate powers.
- 12.4. The Board must ensure proper financial management.
- 12.5. The Board must adopt a Code of Conduct.

13. BOARD MEETINGS

- 13.1. The Board shall meet at least four times per year.
- 13.2. A quorum is three Directors.
- 13.3. Meetings may be held using technology.
- 13.4. Each Director has one vote; decisions are by majority.
- 13.5. The Chairperson has no casting vote.
- 13.6. Minutes must be kept.
- 13.7. Circulating resolutions are permitted.

14. CONFLICTS OF INTEREST

- 14.1. A Director must declare any material personal interest.
- 14.2. The Director must not be present or vote unless permitted by the Act.
- 14.3. A register of interests must be maintained.

15. COMPANY SECRETARY

- 15.1. The Board must appoint at least one Company Secretary.
- 15.2. The Board may remove the Company Secretary.

16. FINANCES

- 16.1. Financial year is 1 July to 30 June.
- 16.2. Proper records must be kept.
- 16.3. An auditor may be appointed.

17. INDEMNITY AND INSURANCE

- 17.1. The Association indemnifies officers to the maximum extent permitted by law.
- 17.2. The Association may maintain insurance.

18. NOTICES

- 18.1. A notice or communication may be given to a Member or Director by:
 - 18.1.1. Delivering it personally;
 - 18.1.2. Sending it by post to the address in the register; or
 - 18.1.3. Sending it by email or other electronic means to the contact details provided.
- 18.2. A notice is taken to be received:

18.2.1.If delivered, when delivered;

18.2.2.If posted, three business days after posting;

18.2.3.If sent electronically, when sent, unless delivery fails.

18.3. A Member or Director must notify the Association of any change to their contact details.

18.4. Failure to give or receive notice does not invalidate a meeting.

19. EXECUTION OF DOCUMENTS

19.1. The Association may execute documents in accordance with the Corporations Act 2001 (Cth) or as authorised by the Board.

19.2. A document may be signed on behalf of the Association by:

19.2.1.Two Directors; or

19.2.2.A Director and the Company Secretary; or

19.2.3.A person authorised by the Board.

19.3. The Association may use electronic signatures and does not need to use a common seal.

20. WINDING UP

20.1. Each Member undertakes to contribute an amount not exceeding \$20.00 to the property of the Association if the Association is wound up while the person is a Member or within one year after the person ceases to be a Member.

20.2. If upon the winding up or dissolution of the Association any property remains after satisfaction of all debts and liabilities, that property must not be paid to or distributed among the Members, but must be given or transferred to another not-for-profit organisation with similar charitable purposes and which prohibits the distribution of income and property to its members to an extent at least as great as imposed on the Association under this Constitution.

End of Constitution