



# COMMONWEALTH GAMES AUSTRALIA

## NOTICE OF 2020 ANNUAL GENERAL MEETING

Notice is hereby given that the 2020 Annual General Meeting of members of Commonwealth Games Australia Limited (CGA) ACN 629 915 448 will be held on the date, time and place specified below.

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**Date & Time:** Saturday, 14 November 2020, 10.00am

**Venue:** Video Conference (link to be provided by separate email to nominated delegates)

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## AGENDA

1. Call to Order & Acknowledgement of Country
2. Welcome by President
3. Minutes of 2019 Annual General Meeting – *Attachment 1*  
  
To confirm the Minutes of CGA's Annual General Meeting held on 16 November 2019.
4. Presentation – Ian Reid, CEO Birmingham 2022 Organising Committee – Birmingham 2022 Commonwealth Games
5. Presentation – Petria Thomas, Chef de Mission – Birmingham 2022 Commonwealth Games
6. President's Address
7. Annual Report and Financial Statements – *Attachment 2*  
  
Presentation of the 2020 Annual Report, the 2019/20 Financial Statements and the Independent Audit Report by Craig Phillips, being the Chief Executive Officer of CGA.
8. Constitution – *Attachment 3*

To consider and, if thought fit, to pass the following resolution as a special resolution:

*'The members resolve, as a special resolution, that with effect from the conclusion of this meeting, the constitution of Commonwealth Games Australia Limited be and is amended in the manner set out in the amended constitution provided to members with the memorandum dated 14 October 2020, which document:*

- (a) shows amendments in the nature of additional text in blue or red and underlined, primarily in Parts 7.14 (a), (c) and 9.9 (b); and*
  - (b) shows amendments in the nature of deleted text in separate boxes to the right of the text,*
- with each amendment shown in such document being taken to be specified in this resolution.'*

In accordance with section 136(2) of the *Corporations Act 2001 (Cth)* and Part 25.1 (a) of the constitution of CGA, a special resolution is required to amend the CGA constitution. For a special resolution to be valid, the resolution must be passed by at least 75% of the votes cast by members in attendance at the meeting entitled to vote.

Please refer to the explanatory memorandum at Attachment 3 for further information in relation to this item.

9. Elections – *Attachment 4*

Two Directors have terms that will expire at the Annual General Meeting, being Ms Marlene Elliott and Mr David Mandel. In accordance with Part 9.5 of the constitution of CGA, nominations were invited for candidates for the two (2) resulting vacancies.

Four (4) nominations were received for the two (2) vacant positions. A summary of the nominations (including the name of the nominee, the nominating member, statement of support and any disclosed conflicts of interest) and their CVs accompany this Notice of Meeting as Attachment 4.

As the number of eligible candidates nominated for election exceeds the number of vacancies, the election of the two directors shall be by exhaustive ballot in accordance with Part 7.14 of the constitution of CGA.

**Appointment of Member Delegates**

Please note that:

1. A member that is entitled to attend and vote (i.e. a Program Sport Member or State Division Members) is entitled to appoint a Member Delegate (i.e. a proxy).
2. A Member Delegate (i.e. a proxy) need not be a member.
3. A member entitled to cast two votes (i.e. a Program Sport Member) may appoint two Member Delegates (i.e. proxies).
4. If a member entitled to attend and vote has not already nominated its Member Delegate/s (i.e. a proxy), the member can do so by contacting Michelle Koster at (03) 9453 9300 or [michelle.koster@commonwealthgames.com.au](mailto:michelle.koster@commonwealthgames.com.au) to obtain, complete and return a Member Delegate (i.e. proxy) form to CGA by 10.00am on Thursday 12 November 2020.



CRAIG PHILLIPS  
CHIEF EXECUTIVE OFFICER & JOINT COMPANY SECRETARY  
21 OCTOBER 2020

**Minutes of the Annual General Meeting of  
Commonwealth Games Australia Limited  
held on Saturday, 16 November 2019**

**Ballroom 3, Pullman Melbourne on the Park, Melbourne, Vic.**

The meeting commenced at 10:00am

**In attendance**

*Directors*

Mr Ben Houston (President & Chair)  
Mr Darryl Clout  
Mrs Jayne Ferguson  
Mr David Mandel

Mrs Leeanne Grantham (Vice President)  
Ms Marlene Elliott  
Mr Grant Harrison  
Mr Steve Moneghetti

*Joint Company Secretary & CEO:*

Mr Craig Phillips

*Joint Company Secretary & GM Corporate:*

Ms Dianne O'Neill (minutes)

*Member Sports*

Athletics:	Ms Anne Lord OAM	-
Badminton:	Mr Peter Roberts	Mr Loke Poh Wong
Basketball:	Mr Ned Coten	Ms Jerril Rechter
Boxing:	Mr Josh O'Brien	-
Bowls:	Mr Darryl Clout	Mr Neil Dalrymple
Cricket:	Mr Shawn Flegler	Mr Drew Ginn
Cycling:	Mr Steve Drake	-
Diving:	Mr David Bell	Ms Maggie Roberts
Gymnastics:	Ms Kitty Chiller	Mr Tony Hoo
Hockey:	Mr Matt Favier	Ms Melanie Woosnam
Judo:	Mr Alex Vallentine	Ms Katie Whybrow
Netball:	Ms Nadine Cohen	Ms Melonie Lowe
Powerlifting para	Mr Jock O'Callaghan	-
Rugby 7s:	Mr Cameron Murray	Mr Ben Whitaker
Squash:	Mr Richard Vaughan	Mr David Mandel
Swimming:	Mr Sam Eustice	-
Table Tennis:	Mr Jamie Olsen	Mr John Murphy
Triathlon:	Ms Michelle Cooper	Mr Stuart Corbishley
Volleyball:	Mr Andrew Dee	Ms Anita Spring
Weightlifting:	Mr Lynden Jones	Mr Pedro Sanchez
Wrestling:	Mr Talgat Ilyasov	Mr Steven Grimmer

*State Divisions\**

New South Wales:	Mr Peter Tate	-
South Australia:	Mr Joe Stevens	Mr Barry Stanton OAM
Tasmania:	Mr Brendan Hanigan	Ms Mandy McIntyre
Western Australia:	Ms Lisa Lilleyman	Mr Salvatore (Sam) Castiglione

\*first named delegates are the voting delegates (where appropriate)

*Life Members* Mr Peter Anderson OAM, Mr Sam Coffa AM JP and Mr Don Stockins OAM.

*Special Guests* Mr John Wylie AM – Chair Sport Australia  
Mr Bill Walker - Chair of ACGF Investment Committee

*Legal counsel* Ms Wendy Miller (Thomson Geer)

*Auditors (PwC)* Mr Andrew Barlow, Ms Sarah Carter and Mr Oliver Simpson.

<i>Observers</i>	Mr Damien Moston (Lagardere Sports) and Mrs Carolyn Anderson.
<i>CGA Staff</i>	Mr David Culbert, Ms Michelle Koster, Mr Tim Mahon, Ms Danusia Pietrzak, and Mrs Liz Taylor.

## **1. Call to Order and Acknowledgement of Country**

The CEO called the meeting to order and acknowledged the traditional owners of the land, the Wurundjeri people, and paid respects to their Elders past, present and emerging.

It was confirmed that the President of CGA will act as Chair for the meeting.

## **2. Welcome by the President**

The President confirmed that all requirements of the Corporations Act were met, a quorum had been reached and the meeting is therefore a valid and binding meeting of Commonwealth Games Australia Limited.

The President welcomed Life Members Peter Anderson OAM, Don Stockins OAM and Sam Coffa AM JP. It was acknowledged that Mr Coffa is attending his first CGA AGM in twenty years in a non-official capacity.

Also welcomed were special guests John Wylie AM, the Chair of Sport Australia, Jock O'Callaghan President of Paralympics Australia, Chair of the Australian Commonwealth Games Foundation Investment Committee Bill Walker, representatives from CGA's auditors PwC Andrew Barlow, Sarah Carter and Oliver Simpson and CGA legal counsel Wendy Miller from Thomson Geer.

The President noted that since the last AGM, two new Program Sports have become CGA members due to their inclusion on the program for the Birmingham 2022 Games, being Beach Volleyball and Women's Cricket. In addition, the sport of Diving has been approved by the CGA Board as a Program Sport member in its own right. Also, Paralympics Australia has recently been approved as the Program Sport member for Para Powerlifting.

During the year, CGA also welcomed its first two associate members being Archery and Shooting. The President welcomed CGA's 21 Program Sport members and two Associate members to the Commonwealth Games family.

## **Apologies**

The President advised that apologies have been received from Ray Godkin (Life Member), Ted Tanner (Boxing), Darren Gocher (Athletics), Lynne Anderson (Paralympics Australia), Leigh Russell (Swimming Australia), Alex Fulcher OAM (President NSW State Division) and the Queensland State Division.

## **Vale**

The President noted with sadness the following Commonwealth Games family members who passed away during the year and all present observed a few moment's silence in remembrance:

John Vernon	Athletics	High Jump – 1950 Empire Games and 1954 British Empire and Commonwealth Games
John Plummer	Athletics	One mile – 1950 Auckland Commonwealth Games
Kevin Dynan	Athletics	Coach – 1966 Kingston Commonwealth Games and Past President of Athletics Victoria
John Higham	Athletics	4x400m relay - 1978 Edmonton and President Victorian State Division
Ted West	Athletics	Technical Official – 1982 Brisbane Commonwealth Games
Vern Curnow	Athletics	Technical Official – 2006 Melbourne Commonwealth Games
Kenneth To	Swimming	Relays - 2014 Glasgow Commonwealth Games
Kieran Modra	Cycling - para	2014 Glasgow Commonwealth Games
Glenn Tasker	Administrator	Former CEO of Swimming Australia and Swimming NSW; Former President of Australian Paralympic Committee (now Paralympics Australia) and Member of CGA's Nominations Committee

The President noted that in the past, the appointment of the auditor had been an item on the agenda at the AGM. However, legal advice has highlighted that it is not a requirement of the Corporations Act to seek the approval of members for the continuation of an auditor, it is only required for a change in auditors. The President advised that the Board has recently approved the reappointment of current auditors PwC and as such, it is not a formal item on today's agenda. He thanked PwC for their hard work and professionalism, particularly during CGA's transition to a company limited by guarantee.

### 3. Minutes of 2018 Annual General Meeting

The President tabled the minutes from the last Annual General Meeting held 17 November 2018, which were circulated to all members with the Notice of Meeting as attachment 1.

He asked if there were any comments or amendments and there were none forthcoming.

It was moved Peter Tate (NSW State Division) and seconded Kitty Chiller (Gymnastics) that the Minutes of the 2018 Annual General Meeting as circulated be accepted and adopted. **Carried**

The President duly signed the minutes.

### 4. Presentation – Mr John Wylie AM

The President introduced Mr John Wylie AM, Chair of Sport Australia.

Mr Wylie commenced by highlighting the importance of the Commonwealth Games to the Australian sports system and the role it plays in preparing athletes for their careers. He commended the appointment of Petria Thomas as Chef de Mission for the Birmingham 2022 Commonwealth Games.

Mr Wylie provided a slide presentation that included:

- AIS HP grant profile since FY 2010/11
- ASC employee expenses and ASL compared to HP grants
- Sport Australia/AIS objectives in the current review
- Significant developments at the AIS
- Athlete categorisation principles

Mr Wylie advised that the funding profile of Sport Australia has not increased over the period and as such costs have been reduced in order to maintain grant levels to sports, with head count

reduced by 40% over seven years. It is hoped that the current functionality and efficiency review will assist in securing more funding from Government and improve the certainty for sports regarding their funding. It was acknowledged that the AIS needs to be a more flexible organisation in order to remain competitive in the industry.

Mr Wylie noted that athlete categorisation is currently being reviewed and debated and the feedback received from Commonwealth Games sports will be taken on board.

Mr Wylie finished by acknowledging CGA's sponsorship of the AIS Emerging Athlete Award and thanked the volunteers present for their passion and time devoted to sport.

The President thanked Mr Wylie for his presentation and for his support of the Commonwealth Games.

## **5. President's Address**

The President, Mr Ben Houston, presented his report. The report is annexed to the Minutes as Attachment A.

There were no questions to the President's report.

It was moved Michelle Cooper (Triathlon) and seconded Melanie Woosnam (Hockey) that the President's report be received and adopted. **Carried**

## **6. Annual Report and Financial Statements**

Mr Craig Phillips, CGA CEO, asked that the Annual Report and Financial Statements be taken as read and addressed the meeting. His report is annexed to the Minutes as Attachment B.

### **Financial Statements**

When concluding his report, the CEO noted that independent auditors PwC have reported that, in their opinion on page 50:

*"The accompanying financial report of Commonwealth Games Australia Limited (the Company) is in accordance with the Corporations Act 2001, including:*

*(a) giving a true and fair view of the Company's financial position as at 30 June 2019 and its financial performance for the year then ended*

*(b) complying with Australian Accounting Standards to the extent described in Note 2 and the Corporations Regulations 2001.*

The CEO advised that Note 2 can be found on page 41 of the Annual Report.

The CEO commended the 2019 Annual Report to the Members and proposed it and the auditor's report thereon be proposed for adoption.

There were no questions regarding the CEO's report or the financial statements.

It was moved Alex Vallentine (Judo) and seconded Lynden Jones (Weightlifting) that the 2019 Annual Report and 2018/19 Audited Financial Statements be received and adopted. **Carried**

## 7. Constitution

The President advised that following on from the adoption of a new constitution last year for a company limited by guarantee, the Board of CGA now recommend changing the end of financial year of CGA to 31 December.

The President outlined the benefits of this change and highlighted that this requires further amendments to the constitution. This includes a change to director terms as a result of the change in timing of Annual General Meetings. The President explained that there would be a transitional six month accounting period from 1 July to 31 December 2020, with the first full calendar financial year being 2021. An additional Annual General Meeting will be required in May 2021, with all Annual General Meetings after this time to occur in May.

The President noted that there are also a number of general amendments proposed to the constitution, but they do not have any significant impact on CGA or the rights of members. He advised that the Board's recommendation to change the end of financial year was first advised to members at the May members' forum and a draft of the constitution with the necessary amendments was circulated in August with a detailed explanatory memorandum. A final version of the constitution, marked up with tracked changes, was then circulated in October as attachment 3 with the Notice of the Meeting.

As such, the President did not detail the intricate details of all proposed changes and opened the floor to questions.

There were no questions forthcoming.

The President then advised that a special resolution is required to amend the constitution of CGA, which requires at least 75% of votes cast by members to be in favour of the resolution. Given the number of amendments proposed to the constitution, the President stated that it is not practical to list every change and then seek a resolution for each, but rather all amendments will be proposed together as the entire document.

The President confirmed that as per the CGA constitution, the resolution will be put to a vote of members by a show of hands. He outlined those eligible to vote and asked if there were any questions regarding the voting process. There were no questions forthcoming.

The President put the resolution to the members:

'The members resolve, as a special resolution, that with effect from the conclusion of this meeting, the constitution of Commonwealth Games Australia Limited be and is amended in the manner set out in the amended constitution provided to members with the notice of meeting dated 24 October 2019, which document:

(a) shows amendments in the nature of additional text in red and underlined; and  
(b) shows amendments in the nature of deleted text in separate boxes to the right of the text,

with each amendment shown in such document being taken to be specified in this resolution.'

The President asked for a show of hands for all those in favour of the resolution and then all those against.

The President declared the resolution passed unanimously.

It was confirmed that the new constitution will come into effect at the end of this meeting.

## 8. Elections

The President confirmed that the terms of two of last year's elected directors expire at this AGM as per the Transition Provisions in Part 26.2 of the constitution. The retiring directors are Darryl Clout and Grant Harrison. These two vacant positions will now be for a term of four years and six months as a result of the constitution changes just approved.

The President advised that nominations were called for the two positions as per Part 9.4 of the CGA constitution and only two nominations were received, being the incumbents Darryl Clout and Grant Harrison. Their nomination forms and CVs were circulated as attachment 4 with the Notice of the Meeting.

Given that the number of candidates does not exceed the number of vacancies, the President proposed that ordinary resolutions be put to the members to confirm each of the candidates, one by one. He confirmed that as per the constitution, each resolution will be put to the members by a show of hands, with a simple majority required for the resolution to be passed.

The President confirmed those eligible to vote and asked if there were any questions regarding the voting process. There were no questions forthcoming.

The President put the ordinary resolution to the members:

"The members resolve that Mr Darryl Clout be and is elected as a director of Commonwealth Games Australia Limited."

The President asked for a show of hands for all those in favour of the resolution and then all those against.

The President declared the resolution passed unanimously.

The President then put the second ordinary resolution to the members:

"The members resolve that Mr Grant Harrison be and is elected as a director of Commonwealth Games Australia Limited."

The President asked for a show of hands for all those in favour of the resolution and then all those against.

The President declared the resolution passed unanimously.

The President declared the elections completed and congratulated Darryl Clout and Grant Harrison on their re-election to the Board.

There being no further items of business on the agenda, the President declared the meeting closed at 10.56am

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***President***

**Date:** \_\_\_\_\_



## **ATTACHMENT A – PRESIDENT’S ADDRESS**

It is a pleasure and a privilege to present my first report to you as President of Commonwealth Games Australia.

I wanted to highlight some key themes contained in my Report.

The last 12 months has been important period for the governance of the organisation, as we transitioned from a representative Board constituted by member sports to an independent skills based board.

### **Updated Commonwealth Games Australia’s Strategic Plan**

We have updated our Strategic Plan to focus on the challenges which face our sports and the Commonwealth Games movement. The updated Strategic plan was launched at our first Members’ Forum and I want to thank the member sports who attended the forum yesterday. As a member centric organisation we are committed to continuing to engage with member sports and advocate on your behalf on the issues that affect you and your athletes.

### **Delivering Team Success**

One of our key strategic priorities is *‘Delivering Team Success’*.

Commonwealth Games Australia welcomes the release of the updated National High Performance Sports Strategy. The strategy focuses on Olympic, Paralympic and Commonwealth Games outcomes and will contribute to Commonwealth Games Australia’s goal of remaining the number one nation at the Birmingham 2022 Commonwealth Games.

In an environment where sports funding is coming under pressure, we are keen to ensure Commonwealth Games remains a central plank in member sports’ performance pathways and we celebrate those elite athletes for whom competing at the Commonwealth Games is their lifetime dream.

We are also committed to supporting our members and your athletes that will contribute to Australia’s success at regional and world championships events in individual sports, as well as at the Olympics and Paralympic Games.

### **Hosting – Adelaide**

As we witnessed during the recent hosting of the Melbourne 2006 and Gold Coast 2018 Commonwealth Games, we are great hosts and one of our strategic priorities is *‘Hosting Great Games’*.

The benefits of hosting the Games are many - for our athletes, for our sports, and of course for us as an organisation.

This year Commonwealth Games Australia committed \$13 million to our sports and athletes in the lead up to the Birmingham 2022 Commonwealth Games.

\$11 million of this investment will fund initiatives which will most likely contribute to our aspiration of being the number one nation in Birmingham. Many of you have used this initial funding to develop new athlete pathway initiatives and development programs to assist the next generation of Australian Commonwealth Games representatives.

Hosting the Games in Australia provides significant financial revenues to CGA that allows us to invest in our member sports and athletes.

We were extremely disappointed in the decision of the South Australian Government not to proceed with a bid for the 2026 Commonwealth Games. Adelaide had a very strong case and every indication was that a bid from Adelaide would have had a high chance of being the successful bidder to host in 2026.

Our funding to sports and athletes is secure until Birmingham, however, should we not secure the rights to host the Games of 2030 or 2034, then obviously the CGA and Foundation assets will need to be reviewed and that will inform our ongoing investment in our sports and athletes.

I want to stress that we remain committed to bringing the Games back to Australia.

### **Congratulations and Thanks**

I would like to congratulate Sam Coffa on becoming an Honorary Life Member of the Commonwealth Games Federation and Dame Louise Martin on being re-elected Chair of the Commonwealth Games Federation at the Annual Congress in Rwanda.

I would also like to acknowledge the appointment of Petria Thomas as our first female Chef de Mission.

I would like to thank the Presidents, CEOs and staff of our member sports.

I would like to extend my personal thanks to the Commonwealth Games Australia Board, the CEO Craig Phillips and the CGA staff for their work all year and particularly at the Forum, for the Annual Report and for assisting with the AGM today.

Ben Houston  
President

16 November 2019

## ATTACHMENT B – CEO’S REPORT

President  
Members of the Board  
Life Members  
John Wylie – Chair of Sport Australia  
Delegates of our member organisations  
Special guests  
Ladies & gentlemen

I am pleased to present to you the Annual Report, Financial Statements and Independent Auditor’s Report thereon for the year ended 30 June 2019.

The Annual Report was circulated with the agenda for this meeting in accordance with the Constitution.

President, with your agreement I ask that the Annual Report be taken as read.

While not a Commonwealth Games year, the last year has been extremely busy and productive for Commonwealth Games Australia.

Following Gold Coast 2018, Commonwealth Games Australia shifted its focus to the governance review initiatives that were commenced in 2017.

Most notably, was the constitutional reform which would ultimately lead to Commonwealth Games Australia becoming a company limited by guarantee with an independent rather than a representative Board.

Commonwealth Games Australia is indebted to its members for the invaluable contribution to this important corporate achievement which culminated in the overwhelming support for the amendments to the constitution adopted at the Special General Meeting held in August 2018.

Consistent with Commonwealth Games Australia’s reform agenda and our strategic priority of “Leading the Way” has been the adoption of or amendments to a number of by laws and policies.

President, I also note we have established two new advisory groups – the Athlete Advisory and the Medical and Sport Science Advisory Groups.

These developments are detailed under a new section dealing with corporate governance on pages 25 to 28 of the report.

In November 2018, Commonwealth Games Australia commenced a “refresh” of its Strategic Plan – *First Among Equals*.

This initiative was one of the first major undertakings by our newly elected Board.

In updating the Plan adopted in 2016, Commonwealth Games Australia sought to retire those initiatives which had been important in the lead up to and during Gold Coast 2018 and to reset its priorities to embrace the future beyond Birmingham 2022 to 2026.

With a strong focus on our dual vision of *Pursuing Sporting Excellence* and *Connecting with Communities*, the revised Plan, incorporates five strategic priorities:

Delivering Team Success;  
Connecting with Communities;  
Presenting a Powerful Brand;  
Leading the Way; and  
Hosting Great Games.

Commonwealth Games Australia is focused on developing and implementing initiatives and programs in the pursuit of one or more of these strategic priorities.

Pages 7 and 8 of the report provide an overview of the Plan which can be found in full on our website.

At its December 2018 meeting, the newly elected Board committed to the provision of 13 million dollars in funding to our member National Sports Organisations and their athletes in the four years leading to Birmingham 2022.

At the same meeting, Commonwealth Games Australia adopted funding guidelines for sports on the program of Birmingham 2022 and in the spirit of transparency these guidelines can be found on our website.

The first tranche of 4.5 million dollars in Commonwealth Games Australia funding has been allocated to its NSOs for the first two years of the Birmingham 2022 cycle.

The focus of this funding is on initiatives designed to support Australia's emerging talent.

Commonwealth Games Australia is committed to doing its part as a significant investor and partner in Australia's high-performance system.

In April 2019, Commonwealth Games Australia joined with other Games delivery partners to celebrate the first anniversary of the highly successful 2018 Commonwealth Games.

The Queensland Government used the occasion to release its detailed official post Games Report. This exceptional report highlights very clearly the fantastic legacy benefits to communities which come from hosting a Commonwealth Games.

There is little doubt that the success of Gold Coast 2018 is a key factor in the Queensland Government considering a bid for the 2032 Olympic and Paralympic Games.

Commonwealth Games Australia is proud of the role it played in the successful delivery of Gold Coast 2018 and the ongoing community benefit of those great Games.

Commonwealth Games Australia is committed to supporting its kindred organisations in Oceania. As the largest Commonwealth Games Association in the region we take our obligations to our neighbours very seriously.

To this end, Commonwealth Games Australia participated in the CGF Oceania regional meeting in March 2019. At that meeting a Strategic Plan for the region was adopted. Pacific athlete development has been identified as a key objective in the Plan.

Commonwealth Games Australia will do its part with other program partners to strengthen the quality of athlete pathways in Oceania.

In May 2019, Commonwealth Games Australia commenced a State Operations Review. The purpose of this review is to establish baseline information about our member State Divisions from strategic, governance, operational and financial perspectives.

Commonwealth Games Australia will also consider how State Divisions can contribute to its strategic priorities in the future.

The outcome of the review was presented to State Divisions yesterday.

We thank our member State Divisions for their ongoing support.

In June 2019, the Board appointed multiple Olympic and Commonwealth Games champion Petria Thomas OAM to the role of Chef de Mission for Birmingham 2022.

In addition to being a highly decorated athlete from three Commonwealth Games, Petria has served as General Manager of three Commonwealth Youth Games Teams and been part of the leadership of four Commonwealth Games Teams. She is well credentialed to lead our Team in 2022.

Petria, Tim Mahon and I travelled to Birmingham in July of this year to meet with Games organisers and to view preparations for the Games.

We were very impressed with the progress to date and are extremely confident that our English friends will stage a very successful Games.

The challenge for us is to remain number one in the Commonwealth on enemy soil.

President, the reporting year has been important for Commonwealth Games Australia as we celebrated and remembered the success of Gold Coast 2018

– the Games and our Team

– and as we recalibrate for the challenges and opportunities of lead up to Birmingham 2022 and beyond.

I take this opportunity to thank our Board for their guidance and vision.

Our hardworking staff, contractors and advisers for their dedication and service.

I thank our members for their ongoing support for and commitment to the Commonwealth Games Movement.

And to those of you who are Olympic or Paralympic sports, I wish you and your athletes every success in Tokyo next year.

To conclude my report, I draw your attention to the financial statements, accompanying notes and independent auditor's report thereon contained on pages 29 through 52 of the Annual Report.

You will note that the accounts presented cover the full financial year from 1 July 2018 to 30 June 2019, notwithstanding the transition from the former incorporated association of ACGA to a newly registered company limited by guarantee, being Commonwealth Games Australia Limited, on 9 November 2018.

Usually, this would require sets of accounts for each organisation, however special permission was granted by the Australian Securities & Investment Commission (ASIC) to produce the accounts on an annual basis given that the entity's operations have not changed and to ensure members are provided with clear, informative and consistent financial reports where easy comparison to previous years can be made.

On page 50, independent auditor PWC has reported to you that, in their opinion:

*The accompanying financial report of Commonwealth Games Australia Limited (the Company) is in accordance with the Corporations Act 2001, including:*

*(a) giving a true and fair view of the Company's financial position as at 30 June 2019 and its financial performance for the year then ended,*

*(b) complying with Australian Accounting Standards to the extent described in Note 2 and the Corporations Regulations 2001.*

Note 2 can be found on page 41 of the Annual Report.

President, I commend the report to our members and ask that the Annual Report, including the financial statements and independent auditor's report thereon be proposed for adoption.

Thank you.

CRAIG PHILLIPS  
Chief Executive Officer

16 November 2019



# COMMONWEALTH GAMES AUSTRALIA

## EXPLANATORY MEMORANDUM

### AGENDA ITEM 8 - CONSTITUTION

The purpose of this explanatory memorandum is to provide the Members of Commonwealth Games Australia Limited (CGA) with information in relation to the proposed amendments to constitution of CGA (**Constitution**) to be considered at the forthcoming AGM of CGA, to be held on Saturday 14 November.

This information has been previously provided to Members in a CEO update email dated 27 July 2020.

At the CGA Board meeting held in June, the Directors resolved to propose some amendments to the CGA constitution for approval by the Members at the 2020 AGM. These proposed amendments are outlined below in further detail.

A version of the Constitution has also been provided that shows the proposed changes in mark up (i.e. proposed deletions are shown in the right hand column in a balloon and proposed additions are underlined in a different colour).

#### Proposed amendment regarding Elections – Part 7.14

The first proposed amendment to the CGA Constitution is to clarify the procedures in circumstances where the number of eligible candidates for election at an AGM is equal to (or less than) the number of vacancies. These proposed amendments would formally confirm that an election via exhaustive ballot is not required in these circumstances and the directors may be elected by resolution instead. This is generally accepted practice and is therefore proposed to be formally reflected in the wording of Part 7.14 as follows (amendments in red):

- 7.14 (a) *If the number of eligible candidates nominated for election to positions of Elected Director pursuant to Part 9.5 exceeds the number of vacancies for such positions, the election of Directors shall be by exhaustive ballot at the relevant General Meeting on papers prepared by the Company Secretary.*
- 7.14 (c) *If the number of eligible candidates nominated for election to positions of Elected Director pursuant to Part 9.5 is less than or equal to the number of vacancies for such positions, then those persons nominated may each be elected at the relevant General Meeting by resolution without any ballot being held.*

#### Proposed clarification regarding Appointed Directors -Part 9.9

The second proposed amendment is to clarify the provisions regarding subsequent terms for Appointed Directors in Part 9.9, which is currently silent regarding the length of any subsequent term. To clarify this, it is proposed that wording be included in Part 9.9 (b) ii to propose subsequent terms as being up to two years as follows (amendments in red):

9.9 (b) *A Director appointed under this Part 9.9:*

- i. *will serve on the Board for an initial term of up to two (2) years from their date of appointment;*
- ii. *may be eligible for appointment or re-appointment as an Appointed Director for subsequent terms of up to two (2) years and may be eligible for election as an Elected Director; and*
- iii. *subject to Part 9.7(f), may serve a maximum of twelve (12) years in office in total as an Appointed or Elected Director.*

## General Amendments

The Board is also proposing one minor tidy up amendment to the definition of Special Resolution (page 5) with 'R' now to be in capitals and a semi-colon at the end of the definition.

The Board does not consider that the above amendments will have an impact on the Members.

## Special resolution

In accordance with section 136(2) of the *Corporations Act 2001* and Part 25.1 (a) of the Constitution of CGA, a special resolution is required to amend the CGA constitution. For a special resolution to be valid, the resolution must be passed by at least 75% of the votes cast by Members entitled to vote.

The special resolution to be passed will be as follows:

*The members resolve, as a special resolution, that with effect from the conclusion of this meeting, the constitution of Commonwealth Games Australia Limited be and is amended in the manner set out in the amended constitution provided to members with the memorandum dated 14 October 2020, which document:*

- (a) shows amendments in the nature of additional text in red or blue and underlined, primarily in Parts 7.14 (a), (c) and 9.9 (b); and*
- (b) shows amendments in the nature of deleted text in separate boxes to the right of the text, with each amendment shown in such document being taken to be specified in this resolution.*

## How to vote

Only Program Sport Members and State Division Members are entitled to vote at the Annual General Meeting in accordance with Part 4.4 of CGA's constitution. Associate Members and Life Members are not entitled to vote at the Annual General Meeting.

If a member entitled to attend and vote has not already nominated its Member Delegate/s (i.e. a proxy), the member can do so by contacting Michelle Koster on (03) 9453 9300 or [michelle.koster@commonwealthgames.com.au](mailto:michelle.koster@commonwealthgames.com.au) to obtain, complete and return a Member Delegate (i.e. proxy) form to CGA by 9.30am on Thursday 12 November 2020.

A Member Delegate (i.e. a proxy) does not need to be a Member of CGA. Member Delegates must login to the AGM videoconference and attend the meeting online to exercise their vote. It is the Delegate's responsibility to ensure they have suitable internet connectivity to attend the meeting.

The Notice of Meeting and Agenda will be distributed to Members on 21 October as per Part 6.4 (c) of the constitution.



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# COMMONWEALTH GAMES AUSTRALIA LIMITED CONSTITUTION

COMPANY LIMITED BY GUARANTEE

ACN 629 915 448

[AMENDED AND RESTATED BY SPECIAL RESOLUTION AT  
GENERAL MEETINGS OF THE MEMBERS HELD ON 16  
NOVEMBER 2019 AND 14 NOVEMBER 2020]

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## TABLE OF CONTENTS

Part 1. Definitions and interpretation.....	4
1.1. Definitions.....	4
1.2. Interpretation.....	6
1.3. Replaceable rules.....	6
Part 2. Preliminary.....	6
2.1. Objects.....	6
2.2. Powers.....	7
Part 3. Income and payments.....	8
3.1. Application of income.....	8
Part 4. Membership.....	9
4.1. Members.....	9
4.2. Membership Class definitions.....	9
4.3. Limited liability.....	10
4.4. Voting of Members.....	10
4.5. Ceasing to be a Member.....	10
Part 5. By-Laws: Grievances and Discipline of Members.....	11
5.1. Jurisdiction.....	11
5.2. By-laws.....	11
Part 6. General Meetings.....	11
6.1. Annual General Meeting (AGM).....	11
6.2. Board may convene a General Meeting.....	12
6.3. Members may convene a General Meeting.....	12
6.4. Notice of General Meeting.....	12
6.5. No other business.....	12
6.6. Entitlement of a Member to attend General Meeting.....	12
6.7. Postponement of General Meeting.....	12
6.8. Written notice of postponement of General Meeting.....	13
6.9. Non-receipt of notice.....	13
Part 7. Proceedings at General Meetings.....	13
7.1. Number for a quorum.....	13
7.2. Requirement for a quorum.....	13
7.3. Quorum and time.....	13
7.4. Adjourned meeting.....	13

Deleted: 8

Deleted: 8

Deleted: 11

Deleted: 11

Deleted: 12

7.5.	President to preside over General Meetings.....	<del>14</del>
7.6.	Conduct of General Meetings.....	14
7.7.	Appointment of auditor .....	14
7.8.	Adjournment of General Meeting .....	14
7.9.	Notice of adjourned meeting.....	14
7.10.	Questions decided by the majority .....	14
7.11.	Declaration of results .....	<del>15</del>
7.12.	Poll .....	15
7.13.	Objection to voting qualification .....	15
7.14.	Election of Directors.....	15
7.15.	Circular resolutions of Members .....	16
Part 8.	Members' Forum .....	<del>17</del>
8.1.	Members' Forum .....	<del>17</del>
Part 9.	Board of Directors .....	17
9.1.	Composition of the Board .....	17
9.2.	Rotation of Directors .....	17
9.3.	Rotation of Directors where there is a change to the financial year .....	17
9.4.	Eligibility and Disqualifying Positions .....	18
9.5.	Nomination for election.....	18
9.6.	Term of office of Elected Directors .....	<del>19</del>
9.7.	President and Vice-President.....	19
9.8.	Elected Director elected at General Meeting .....	19
9.9.	Appointed Directors .....	19
9.10.	Casual vacancy .....	20
9.11.	Remuneration of Directors.....	20
9.12.	Honorarium.....	20
9.13.	Removal of Director .....	20
9.14.	Vacation of Office .....	<del>21</del>
9.15.	Directors of CGA .....	21
Part 10.	Powers of the Board .....	21
10.1.	Powers of the Board .....	21
10.2.	Role of the President .....	21
10.3.	Awards .....	<del>22</del>
Part 11.	Proceedings of Directors.....	<del>22</del>

Deleted: 13

Deleted: 14

Deleted: 16

Deleted: 16

Deleted: 18

Deleted: 20

Deleted: 21

Deleted: 21

Deleted: 19

11.1. Board Meetings.....	<del>22</del>	Deleted: 21
11.2. Notice of Board Meetings.....	22	
11.3. Questions decided by majority .....	22	
11.4. Quorum .....	22	
11.5. Effect of vacancy .....	22	
11.6. President to preside at Board meeting.....	<del>23</del>	Deleted: 22
11.7. Circulating resolutions .....	<del>23</del>	Deleted: 22
11.8. Validity of acts of Directors .....	23	
11.9. Conflicts .....	23	
11.10. Minutes .....	<del>24</del>	Deleted: 23
Part 12. Telecommunication meetings.....	<del>24</del>	Deleted: 23
12.1. Telecommunication Meeting.....	<del>24</del>	Deleted: 23
Part 13. Chief executive officer .....	24	
13.1. Appointment of CEO .....	24	
13.2. Powers, duties and authorities of CEO .....	24	
13.3. CEO to attend meetings.....	24	
Part 14. Company Secretary .....	24	
14.1. Appointment of Company Secretary .....	24	
14.2. Suspension and removal of Company Secretary.....	24	
14.3. Powers, duties and authorities of Company Secretary .....	24	
Part 15. Committees .....	<del>25</del>	Deleted: 24
15.1. Committees and delegations of Board powers.....	<del>25</del>	Deleted: 24
15.2. Powers delegated to committees.....	<del>25</del>	Deleted: 24
15.3. Committee meetings.....	25	
Part 16. Selection of Team members.....	25	
16.1. Selection of team members.....	25	
Part 17. Foundation / trusts .....	25	
17.1. CGA may establish foundations or trusts .....	25	
Part 18. By-Laws .....	25	
18.1. Making and amending By-Laws.....	25	
18.2. Effect By-Laws.....	25	
Part 19. Inspection of Records.....	<del>26</del>	Deleted: 25
19.1. Right of Members to Inspect Records.....	<del>26</del>	Deleted: 25
Part 20. Accounts.....	26	

Deleted: 19

20.1. Accounting Records.....	26
Part 21. Service of Documents .....	26
21.1. Document includes notice.....	26
21.2. Methods of service on a Member .....	26
21.3. Methods of service on CGA.....	26
21.4. Time of service .....	26
Part 22. Indemnity .....	27
22.1. Indemnity of Officers.....	27
22.2. Insurance .....	27
Part 23. Patrons.....	27
23.1. Patron in Chief and Patron .....	27
Part 24. Winding up .....	28
24.1. Contributions of Members on winding up .....	28
24.2. Excess property on winding up .....	28
Part 25. Changes to the Constitution .....	28
25.1. Procedure for amending the Constitution .....	28

Deleted: 26

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## Part 1. Definitions and interpretation

### 1.1. Definitions

- (a) In this Constitution unless the context requires otherwise:

**Act** means the *Corporations Act 2001* (Cth);

**Annual General Meeting** or **AGM** means the annual meeting of CGA;

**Appointed Director** means a Director who has been appointed to the Board by the Elected Directors in accordance with Part 9.9;

**Associate Member** means a legal person or natural person who has been admitted as a Member of CGA in accordance with Part 4.2(c);

**Board** means the Board of Directors of CGA as constituted from time to time;

**Business Day** means any day except a Saturday or Sunday or other public holiday in Victoria;

**By-Law** means any by-law approved by the Board which shall be binding on all Members, but shall not include policies or terms of reference;

**CGA** means Commonwealth Games Australia Limited (previously known as Australian Commonwealth Games Association Incorporated);

**Ceased Program Sport Members** means the class of Member described in 4.2(a);

**Chief Executive Officer** or **CEO** means the person appointed by the Board pursuant to Part 13.1;

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**Committee** means a committee established under Part 15.1;

**Company Secretary** means a company secretary appointed by the Directors under Part 14.1;

**Constitution** means this constitution as amended from time to time, and a reference to a particular Part (also known as a clause) is a reference to a Part of this Constitution;

**Current Cycle** means the period immediately after the closing ceremony of the previous Games until the end of the closing ceremony of the next Games;

**Director** means a Director of CGA and includes Elected Directors and Appointed Directors;

**Disqualifying position** means a position described in Part 9.4;

**Elected Director** means a Director who has been elected in accordance with Parts 7.14, 9.3 and 9.6;

**Federation** means the Commonwealth Games Federation;

**Games** means the Commonwealth Games and the Commonwealth Youth Games as the context requires;

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

**Life Member** means a natural person who has accepted such a nomination in accordance with Part 4.2(d);

**Member** means a legal or natural person, including an organisation, who is a member of CGA in accordance with Part 4;

**Members' Forum** means a forum as described in Part 8.1;

**Membership Class** means one of the grounds of Members described in Part 4.2;

**Member Delegate** means a natural person who has been appointed as a proxy by an eligible Member to vote on the Member's behalf at a General Meeting;

**National Sporting Organisation** means any organisation that is a National Federation that is a Member of CGA and includes Program Sport Members;

**Officer** has the meaning given to it in Section 9 of the Act;

**Official Position** means a person who holds a position, whether elected or appointed, as President, Vice-President, Company Secretary, Treasurer, Director or equivalent of a body corporate or organisation;

**Patron** means a patron appointed in accordance with Part 23.1;

**President** means the role described in Part 9.7;

**Program Sport Member** means the class of Member described in 4.2(a);

**Recognised International Federation** means those International Federations as are recognised from time to time by the Federation;

**Recognised Sports** means sports which are the Australian affiliates of the International Federations recognised by the Federation as a Recognised International Federation and listed as "Recognised Sports" by the Federation;

**Special Resolution** means a resolution that can only be passed by at least 75% of the

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votes cast by those entitled to vote on the resolution being cast in favour of the resolution;

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**State Division** means an organisation which has been recognised by the Board as representing CGA in the relevant State or Territory;

**Team Members** means those athletes and officials selected to represent CGA at the Games; and

**Telecommunications Meeting** means the contemporaneous linking together of persons in oral communications by telephone, audio-visual or other instantaneous means approved by the Directors, and conducted in accordance with Part 12.1.

**Vice-President** means the role described in Part 9.7.

## 1.2. Interpretation

- (a) Except as otherwise provided, this Constitution shall be construed with reference to the provisions of the Act and terms used in this Constitution unless otherwise defined shall be taken as having the same meaning as they have when used in the Act.
- (b) Words importing persons include organisations.
- (c) A reference to an organisation means a body corporate.
- (d) Words importing the singular include the plural number and vice versa.
- (e) Words importing one gender include the other.
- (f) A reference to any statute includes every amendment, re-enactment or replacement of that statute and any subordinate legislation made under that statute (such as regulations).

## 1.3. Replaceable rules

The replaceable rules in the Act do not apply to CGA.

# Part 2. Preliminary

## 2.1. Objects

- (a) The objects of CGA shall be as follows:
  - i. to administer, control and co-ordinate the participation of Program Sport Members and their respective athletes and officials in the Games;
  - ii. to create interest in, and promote the ideals of the Games throughout Australia;
  - iii. to ensure the proper and adequate representation of and participation by Australia at the Games through the bodies in Australia controlling those sports conducted at the Games;
  - iv. to promote and foster high performance by Australian athletes competing at the Games;
  - v. to represent Australia at congresses of the Federation and upon other bodies and to other persons concerned in the conduct and promotion of the Games;

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- vi. to strive to ensure that all sports on the Games program are kept free of performance enhancing drugs;
- vii. to facilitate the implementation of such drug testing programs as CGA deems appropriate and to supply to Program Sport Members information about such programs and to support and uphold the drug testing programs and policies of the Federation, and the Program Sport Members;
- viii. to ensure that the good name and wellbeing of CGA and the Games is not denigrated or damaged in any way by unbecoming conduct of organisations and/or individuals associated with the Games;
- ix. to abide by and uphold the Constitution of the Federation;
- x. to do all other things which are considered necessary to further the aims and objects of CGA; and
- xi. to connect meaningfully with all Australians by embracing diversity and inclusiveness, utilising the Commonwealth Games as a platform to share our story to inspire and unite communities.

## 2.2. Powers

- (a) The powers of CGA shall be those of a natural person and without limiting the generality of the foregoing shall be to:
  - i. make By-Laws, policies, and procedures to facilitate the objects of CGA which are not inconsistent with the terms of this Constitution or with the rules from time to time of the Federation;
  - ii. impose upon and collect from Members subscriptions, fees, levies and other charges for the carrying out of the objects of CGA;
  - iii. control the appointment of personnel to represent Australia at the Games, including athletes, managers, officials, coaches, medical and paramedical personnel and any other personnel deemed by the Board necessary to carry out the objects of CGA, and promote and foster high performance by Australian athletes competing at the Games;
  - iv. control the raising of finance and its allocation and expenditure in connection with the objects of CGA;
  - v. raise money by appeals to Federal, State and Territory Governments, to the public of Australia, by levies on Members, by holding functions and by any other appropriate method;
  - vi. make representations to governments at all levels and to other authorities and organisations in regard to any matter affecting the interests of CGA;
  - vii. borrow money with or without security for the carrying out of the objects of CGA;
  - viii. own property both real and personal, for use by CGA in the carrying out of its objects and to invest monies of CGA as may be determined by CGA from time

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- to time;
- ix. invest funds in the name of CGA;
  - x. institute legal proceedings for the protection of its properties and rights and in the carrying out of its objects;
  - xi. require Members to furnish any payments, information and returns required by CGA in respect of relevant matters and within the scope of the activities of CGA;
  - xii. create such committees and commissions as are reasonably required for the proper conduct of the business of CGA;
  - xiii. delegate, insofar as is not expressly or implicitly prohibited by this Constitution, any of its powers or functions to committees, commissions, Board, Members or bodies or persons not Members or connected with CGA;
  - xiv. invite representatives of the Program Sports, Recognised Sports and Associate Members to attend Board meetings and General Meetings;
  - xv. co-operate and liaise with bodies and persons charged with the preparation for and conducting of the Games and to undertake and carry out specific duties and responsibilities for the preparation and conduct of such Games;
  - xvi. facilitate drug testing on Team Members either during competition or at such other times as the Board may deem appropriate and to impose sanctions in accordance with the policies from time to time adopted by the Board;
  - xvii. engage employees, officers and consultants upon such terms and conditions as the Board deems necessary from time to time;
  - xviii. fine, reprimand, suspend, expel or otherwise deal with a Member or a Team Member who is in breach of the terms of this Constitution;
  - xix. create and operate one or more foundations or trusts in accordance with this Constitution;
  - xx. do all other things as are deemed necessary by CGA in pursuit of its objects.

### **Part 3. Income and payments**

#### **3.1. Application of income**

- (a) All CGA's profits (if any), other income and property, however derived, must be applied only to promote its objects as described in Part 2.1.
- (b) CGA must not make distributions to its Members, except for:
  - i. grants and/or subsidies to any Member which is itself a non-profit or corporate and only if it is for the advancement of the purposes of such Member and/or CGA;
  - ii. entering into any bona fide arm's length commercial arrangement with any Member for the advancement of the objects described in Part 2.2.

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## Part 4. Membership

### 4.1. Members

- (a) Each Member must belong to at least one Membership Class;
- (b) The Membership Classes are:
  - i. Program Sport;
  - ii. State Division;
  - iii. Associate Member; and
  - iv. Life Member.
- (c) The nomination to or transfer between Membership Classes by Members is at the discretion of the Board, where appropriate.
- (d) The Board may require any Member or any Membership Class to pay membership fees as part of that Membership from time to time.
- (e) All Members may attend General Meetings however not all Members may vote, as outlined in Part 4.2.

### 4.2. Membership Class definitions

- (a) Program Sport Members:
  - i. must be governed by a National Sporting Organisation or similar governing body;
  - ii. must be approved by the Federation as a sport that will be on the program of the Current Cycle for the Commonwealth Games;
  - iii. are entitled to have two Member Delegates attend and vote at General Meetings;
  - iv. only one National Sporting Organisation can represent a Program Sport Member;
  - v. shall cease to be eligible for this Membership Class (**Ceased Program Sport Members**) if:
    - a. in the Board's view, their governing organisation no longer fits the definition of a National Sporting Organisation (or similar); and/or
    - b. the associated sport is no longer included as a sport that will be on the program of the Current Cycle for the Commonwealth Games.
  - vi. which are no longer eligible for this Membership Class, cease to be Program Sport Members immediately at the conclusion of the closing ceremony of the Games and are eligible to become Associate Members.
- (b) State Division Members:
  - i. must have had their constitution approved by CGA and be accepted by the Board as representing CGA in the relevant State or Territory to be accepted for

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membership of CGA, provided that there must not be more than one State Division Member in any State or Territory;

- ii. are entitled to have one delegate attend and vote at General Meetings;
- iii. must raise and contribute funding as the Board deems appropriate from time to time (and to report on fund raising activity to the Board on a regular basis as the Board deems appropriate);
- iv. must attend meetings that may be convened by CGA to provide reports on their activities; and
- v. must foster and promote the ideals of the Games in their respective State or Territory.

(c) Associate Members:

- i. may include sports not currently on the Games program, but may be in future as Federation Recognised Sports or 'optional' sports, or have been program sports previously;
- ii. may include other relevant sporting organisations;
- iii. must be approved by the Board; and
- iv. may attend General Meetings but are not eligible to vote.

(d) Life Members:

- i. must have, in the view of the Board, rendered exceptional service to CGA;
- ii. must have their Life Membership approved by a Special Resolution at a General Meeting; and
- iii. may attend General Meetings but are not eligible to vote.

#### 4.3. Limited liability

Members have no liability in that capacity except as described in Part 24.1.

#### 4.4. Voting of Members

At General Meetings, those entitled to vote shall be:

- i. two Member Delegates nominated by each Program Sport Member (each Member Delegate may cast one vote each); and
- ii. one Member Delegate nominated by each State Division Member, who may cast one vote.

#### 4.5. Ceasing to be a Member

(a) An organisation or a person ceases to be a Member:

- i. on resignation made in writing to the Company Secretary. In submitting a written notice of resignation, a Member must specify whether such resignation is

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- immediate or with effect from a specified date occurring not more than 30 days after the service of the notice;
  - ii. if deemed by the Board not to have met the requirements of the constitution;
  - iii. in the case of a natural person on:
    - a. their death; or
    - b. becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
  - iv. in the case of an organisation on:
    - a. being dissolved or otherwise ceasing to exist;
    - b. having a liquidator or provisional liquidator appointed to it; or
    - c. being insolvent.
- (b) A Member remains liable after resignation for all money due by the Member to CGA.
- (c) Expulsion of Members shall be considered by CGA at a General Meeting. Those Members entitled to vote shall have the power to expel a Member by Special Resolution.

## **Part 5. By-Laws: Grievances and Discipline of Members**

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### **5.1. Jurisdiction**

All Members will be subject to, and must submit to, the jurisdiction, procedures, penalties and appeal mechanisms of CGA set out in the By-Laws.

### **5.2. By-laws**

Without limiting the matters that may be referred to in the By-Laws, the Board may make any By-Laws:

- i. for the hearing and determination of grievances by any Member who feels aggrieved by a decision or action of the CGA;
- ii. disputes between Members relating to the conduct or administration of CGA;
- iii. for the discipline of Members; and
- iv. for the formation and administration of an appeals tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question.

## **Part 6. General Meetings**

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### **6.1. Annual General Meeting (AGM)**

- (a) AGMs of CGA are to be held at least once each calendar year and within five months after the end of each financial year.
- (b) The date and venue of the AGM is to be determined by the Board.

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## **6.2. Board may convene a General Meeting**

The Board may convene a General Meeting.

## **6.3. Members may convene a General Meeting**

- (a) General Meetings must be convened upon the written request of not fewer than fifty percent of the Program Sport Members or as permitted by the Act. The request must:
  - i. be in writing; and
  - ii. state any resolution to be proposed at the meeting; and
  - iii. be signed by the Program Sport Members making the request.
- (b) If so requested, the Board must:
  - i. call the meeting within twenty-one (21) days of receipt of the request; and
  - ii. hold the General Meeting within two (2) months of receipt of the request.

## **6.4. Notice of General Meeting**

- (a) The Company Secretary shall advise in writing all Members of the proposed date of each AGM at least sixty (60) days before the date of the meeting.
- (b) Any notices of motion from Members must be received by the Company Secretary no less than thirty (30) days prior to the AGM.
- (c) At least twenty-one (21) days' notice of the time and place of a General Meeting, must be given to all Members, together with:
  - i. the business to be conducted;
  - ii. in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
  - iii. any notice of motion received from any Member or Director; and
  - iv. a list of all nominations received for any positions to be elected at the relevant General Meeting.

## **6.5. No other business**

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

## **6.6. Entitlement of a Member to attend General Meeting**

If a Member owes membership fees that are more than 90 days overdue, they shall not (if normally entitled) be entitled to vote on any CGA business and shall not be entitled to representation at General Meetings until all fees and other monies due and payable are paid.

## **6.7. Postponement of General Meeting**

Where a General Meeting (including an AGM) is convened by the Board, they may, if they think fit, postpone the meeting to a date and time they determine. However, this Part does not apply to a General Meeting convened by:

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- i. the Board at the request of Program Sport Members; or
- ii. a court.

#### **6.8. Written notice of postponement of General Meeting**

- (a) Notice of the cancellation or postponement of a General Meeting prior to the meeting occurring must specify the:
  - i. reasons for the postponement;
  - ii. new date and time for the meeting; and
  - iii. the place where the meeting is to be held.
- (b) Notice of the postponement of a General Meeting must be given to:
  - i. each Member entitled to attend the General Meeting; and
  - ii. each other person entitled to notice of a General Meeting under the Act.

#### **6.9. Non-receipt of notice**

The non-receipt of a notice convening or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the postponement of that meeting.

### **Part 7. Proceedings at General Meetings**

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#### **7.1. Number for a quorum**

The number of Program Sport Members or State Division Members who must be present and eligible to vote for a quorum to exist at a General Meeting is not less than fifty percent of the Member Delegates representing Program Sport Members.

#### **7.2. Requirement for a quorum**

- (a) An item of business may not be transacted at a General Meeting unless a quorum is present when the meeting proceeds to consider it.
- (b) If a quorum is present at the beginning of the meeting it is taken to be present throughout the meeting unless the chair of the meeting (on their own motion or at the request of a Program Sport who is present) declares otherwise.

#### **7.3. Quorum and time**

If there is no quorum present within thirty (30) minutes after the time set out in the notice of meeting then the meeting is adjourned to any day, time and place the chair reasonably decides.

#### **7.4. Adjourned meeting**

If a quorum (determined in accordance with Part 7.1) is not present within thirty (30) minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

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#### **7.5. President to preside over General Meetings**

- (a) The President is entitled to preside as chair at General Meetings.
- (b) If a General Meeting is convened and there is no President, or the President is not present within fifteen (15) minutes after the time set out in the notice of meeting or is unable or unwilling to act, the following may preside as chair (in order of entitlement):
  - i. the Vice-President;
  - ii. a Director chosen by a majority of the Directors present;
  - iii. the only Director present; or
  - iv. a delegate of a Program Sport Member chosen by a majority of the Program Sport Members present.

#### **7.6. Conduct of General Meetings**

- (a) The chair has charge of the general conduct of the meeting.
- (b) The chair may, having regard where necessary to the Act, terminate discussion on any matter whenever they consider it necessary for the proper conduct of the meeting.
- (c) A decision by the chair under this Part is final.
- (d) The President shall submit, in conjunction with the CEO, to each AGM a written report on the activities of CGA subsequent to the preceding AGM.

#### **7.7. Appointment of auditor**

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

#### **7.8. Adjournment of General Meeting**

- (a) The chair must adjourn a General Meeting if a majority of delegates of Program Sports present and entitled to vote at the meeting agree or direct the chair to do so.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the Program Sport Members present.
- (c) Only unfinished business may be dealt with at a meeting resumed after an adjournment.

#### **7.9. Notice of adjourned meeting**

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for twenty-one (21) days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

#### **7.10. Questions decided by the majority**

Except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

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#### 7.11. Declaration of results

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the chair that a resolution has on a show of hands been carried, or carried unanimously, or carried by acclamation, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of CGA, is conclusive evidence of the fact.
- (c) Neither the chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

#### 7.12. Poll

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

#### 7.13. Objection to voting qualification

An objection to the right of a person to attend or vote at a General Meeting:

- i. may not be raised except at that meeting; and
- ii. must be referred to the chair, whose decision is final.

#### 7.14. Election of Directors

- (a) If the number of eligible candidates nominated for election to positions of Elected Director pursuant to Part 9.5 exceeds the number of vacancies for such positions, the election of Directors shall be by exhaustive ballot at the relevant General Meeting on papers prepared by the Company Secretary.
- (b) The exhaustive ballot will be conducted as a poll as follows:
  - i. rounds of voting for each position of Director to be filled will be held, the first of which will include all nominees for that position;
  - ii. each Member entitled to vote will have either:
    - a. one vote on each poll where the Member is a State Division Member; or
    - b. two votes on each poll where the Member is a Program Sport Member;
  - iii. in the event that a nominee receives the majority of the votes, a resolution will be passed in favour of the election of the nominee;

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- iv. should no nominee receive a majority of the votes, the nominee with the fewest number of votes will be eliminated from the second and each subsequent round;
  - v. in the event that more than one nominee has an equal number of votes and that number of votes is the least number of votes then:
    - a. provided that there remains at least one nominee for the subsequent round, all of those nominees with the least amount of votes will be eliminated from each of the subsequent rounds of voting;
    - b. if eliminating all nominees with the least number of votes would result in there being no nominees remaining then, subject to the direction of the chair (who may call for a re-vote of the last round of voting), the position up for election will be treated as a casual vacancy to be dealt with in accordance with Part 9.10;
  - vi. rounds of voting will be continued with one or more nominees being eliminated from each round until a nominee receives the majority of the votes or only two nominees remain;
  - vii. in the last round of two nominees, a resolution is passed in favour of the election of the nominee who receives the majority of the votes; and
  - viii. in the event that no nominee in the last round of voting receives a majority then, subject to the direction of the chair (who may call for a re-vote of the last round of voting) the position up for election will be treated as a casual vacancy to be dealt with in accordance with Part 9.10.
- (c) If the number of eligible candidates nominated for election to positions of Elected Director pursuant to Part 9.5 is less than or equal to the number of vacancies for such positions, then those persons nominated may each be elected at the relevant General Meeting by resolution without any ballot being held.

#### **7.15. Circular resolutions of Members**

- (a) The Board may put a resolution to the Members to pass a resolution without a General Meeting being held (a circular resolution).
- (b) A circular resolution is passed if a majority of the Member Delegates entitled to vote on the resolution sign or agree to the circular resolution.
- (c) Members may sign:
  - i. a single document setting out the resolution and containing a statement that they agree to the resolution; or
  - ii. separate copies of the document may be used for signing by the Members if the wording of the resolution and statement is identical in each copy.
- (d) CGA may send a circular resolution by email to the Members and the Members may agree to the circular resolution by sending a reply email to that effect.

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- (e) CGA may utilise electronic voting software for a circular resolution and Members cast their vote by logging in and agreeing to the resolution.
- (f) The resolution is passed when the majority of Members have signed or otherwise agreed to the circular resolution in the manner set out in Part 11.7(b).

## **Part 8. Members' Forum**

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### **8.1. Members' Forum**

- (a) CGA will conduct at least one Members' Forum each year.
- (b) The Members' Forum will provide the opportunity for Members to have input into strategic and governance matters as well as operational items that require consultation and alignment across Members and other key stakeholders, who may also attend by invitation.
- (c) The Members' Forum shall have no decision-making authority for CGA under this Constitution but may be delegated other powers as deemed appropriate by the Board from time to time.

## **Part 9. Board of Directors**

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### **9.1. Composition of the Board**

There are to be no less than seven and no more than nine Directors, being:

- i. Seven (7) Elected Directors, which includes the President; and
- ii. up to two (2) Appointed Directors.

### **9.2. Rotation of Directors**

Subject to Part 9.3:

- (a) in order to rotate the terms of office for Directors, the first election of Directors at the 2018 AGM is as follows:
  - i. the President for a four (4) year term;
  - ii. two (2) Directors for a four (4) year term;
  - iii. two (2) Directors for a two (2) year term;
  - iv. two (2) Directors for a one (1) year term; and
- (b) subject to and in accordance with Part 9.6, the term of each Director elected following the 2018 AGM will be four (4) years.

### **9.3. Rotation of Directors where there is a change to the financial year**

- (a) This Part 9.3 will apply if:
  - i. the Board determines to change the financial year of CGA from a 30 June year end to a 31 December year end;

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- ii. the change in financial year results in the need for a transitional 6 month financial year; and
- iii. the 6 month financial year occurs during the four (4) year terms referred to in Parts 9.2(a)i and 9.2(a)ii.

(b) If this Part 9.3 applies, then notwithstanding Part 9.2:

- i. the Directors (including the President) that were appointed for four (4) year terms at the 2018 AGM will hold office until the fifth (5<sup>th</sup>) AGM following their appointment, which will occur in May 2023 in accordance with Part 6.1(a);
- ii. any Directors who are elected at the 2019 AGM will remain in office until the fifth (5<sup>th</sup>) AGM following the election of the Director to the Board, which will occur in May 2024 in accordance with Part 6.1(a);
- iii. any Directors who are elected at the 2020 AGM will remain in office until the fifth (5<sup>th</sup>) AGM following the election of the Director to the Board, which will occur in May 2025 in accordance with Part 6.1(a) ; and
- iv. consistent with Part 9.6, any Directors who are elected at the 2023 AGM and any subsequent AGMs thereafter must not hold office (without re-election) for longer than a four (4) year term.

#### 9.4. Eligibility and Disqualifying Positions

(a) A person may not hold office if they:

- i. are an employee of CGA, a State Division, a Program Sport Member or an Associate Member; or
- ii. have been CEO of CGA at any time within three years prior to the nomination of that person for election as a Director (both a **Disqualifying Position**).

(b) A Director who accepts a Disqualifying Position must notify the other Directors of that fact immediately and is deemed to have vacated office as Director.

(c) A person elected or appointed as a Director at the time of holding a Disqualifying Position must immediately resign from that Disqualifying Position.

#### 9.5. Nomination for election

(a) At least (forty-five) 45 days prior to the proposed date of the AGM at which a resolution or resolutions will be proposed to fill a vacancy in the position of Elected Director, the Company Secretary will request nominations from Members for elections to positions falling vacant, which must be received no less than thirty (30) days prior to the AGM.

(b) Nominations for positions will be received by the Company Secretary.

(c) A nomination must:

- i. specify if the nominee is nominated as Elected Director;
- ii. be in writing on the prescribed form and signed by the nominee; and

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- iii. be signed by the nominator.

#### **9.6. Term of office of Elected Directors**

- (a) Subject to Part 9.3(b) the term of office is four (4) years.
- (b) An Elected Director holds office until the end of the AGM nearest to when their term of office expires.
- (c) With the exception of the AGM in the calendar year that a Games is being held, the Members will vote to elect no more than two new Directors to replace that number of existing Elected Directors, being the Directors whose terms of office expire at that meeting. This will be in addition to the election of the President for AGMs in the calendar year following a Games being held and in addition to any casual vacancy confirmations in accordance with Part 9.10(c)(i).
- (d) Directors will be replaced in order of time served.
- (e) An Elected Director (including the President) whose term of office expires, is eligible for election or re-election, subject to Parts 9.6(f) and 9.7(f).
- (f) Subject to Part 9.7(f) an Elected Director may serve a maximum of three (3) terms of office in total.

#### **9.7. President and Vice-President**

- (a) The President shall be elected by Members at the AGM in the calendar year following the Games.
- (b) The President shall represent CGA nationally and internationally, and in their absence, the Vice-President shall act as President.
- (c) The Vice-President shall be elected by the Board at the first Board meeting immediately after the AGM.
- (d) A person may hold the office of Vice-President only for as long as they are a Director.
- (e) A Director appointed Vice-President under this Part may be removed from that office by the Directors at their absolute discretion.
- (f) The maximum term for the President is three (3) terms. Any terms previously served as an Elected Director or Appointed Director do not contribute to the calculations of the President's maximum term of office.

#### **9.8. Elected Director elected at General Meeting**

At a General Meeting:

- i. at which an Elected Director retires; or
  - ii. at which, there is a vacancy in the office of an Elected Director,
- the Members may fill the vacancy by electing someone to that office.

#### **9.9. Appointed Directors**

- (a) In addition to the Elected Directors, the Directors may themselves appoint up to two Appointed Directors because of their special business acumen and/or technical skills

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as per the Nominations Committee Charter.

(b) A Director appointed under this Part 9.9:

- i. will serve on the Board for an initial term of up to two (2) years from their date of appointment;
- ii. may be eligible for appointment or re-appointment as an Appointed Director for subsequent terms of up to two (2) years and may be eligible, for election as an Elected Director; and
- iii. subject to Part 9.7(f), may serve a maximum of twelve (12) years in office in total as an Appointed or Elected Director.

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#### 9.10. Casual vacancy

(a) The Directors may at any time appoint a person to be a Director to fill a causal vacancy.

(b) A casual vacancy may be filled:

- i. in the case of an Elected Director, by the Directors as a casual vacancy;
- ii. in the case of Appointed Director in accordance with Part 9.9.

(c) A Director who takes office under this Part 9.10:

- i. in the case of a replacement for an Elected Director must have their position confirmed by resolution at the next AGM; and
- ii. if so confirmed, holds office until the end of the term of the Elected Director who caused the casual vacancy; and
- iii. in the case of a replacement for an Appointed Director, holds office for an initial term of up to two (2) years as determined by the Board.

#### 9.11. Remuneration of Directors

Subject to Part 9.12, a Director may not be paid for services as a Director but, with the approval of the Directors and subject to the Act, may be:

- i. paid by CGA for services rendered to it; and
- ii. reimbursed by CGA for their reasonable travelling, accommodation and other expenses when:
  - a. travelling to or from meetings of the Directors, a Committee or CGA; or
  - b. otherwise engaged on the affairs of CGA.

#### 9.12. Honorarium

CGA may pay a Director an honorarium as approved by the Board.

#### 9.13. Removal of Director

(a) Members may in General Meeting by ordinary resolution remove any Director prior to the expiration of that Director's term of office in accordance with the Act.

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- (b) Unless otherwise resolved at a General Meeting, a Director removed in accordance with this Part cannot be re-appointed as a Director within two years of their removal.

#### **9.14. Vacation of Office**

The office of a Director becomes vacant if the Director:

- i. is removed in accordance with Part 9.13;
- ii. 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;
- iii. resigns office by noting in writing to CGA;
- iv. accepts, is appointed to, or becomes the holder of, a Disqualifying Position and does not resign from that Disqualifying Position;
- v. is not present personally at three consecutive Board meetings without leave of absence from the Board; or
- vi. is convicted of an indictable offence.

#### **9.15. Directors of CGA**

Directors of CGA are bound by the constitution and entitled to attend General Meetings but shall have no vote at General Meetings.

### **Part 10. Powers of the Board**

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#### **10.1. Powers of the Board**

The Board shall have sole charge of all affairs of CGA and the Board shall appoint and dismiss the CEO and shall have all powers given to it under Part 2.2 of this Constitution and under the Act, and also the power to do all such things as may appear to the Board to be necessary for the efficient management of CGA and the administration of its affairs. The Board may delegate to the CEO the power (subject to such reservations on the power as are decided by the Board) to manage the affairs of CGA in accordance with Part 13.2 of this Constitution.

#### **10.2. Role of the President**

The President shall act as a liaison between the Board and the CEO, and exercise and perform such other powers and duties as may be delegated by the Board from time to time.

More specifically, the President shall be responsible for:

- i. leading the Board to carry out its functions, including but not limited to ensuring approved policies are in place to help ensure sound and compliant governance and management of CGA;
- ii. partnering with the CEO to ensure the Board's directives, policies, and resolutions are carried out;
- iii. co-ordinating an annual performance review of the CEO;
- iv. setting priorities and creating agendas for meetings of the Board;

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- v. chairing Board and General Meetings and Strategic Forums of CGA; serving as an ambassador of CGA and advocating its mission to internal and external stakeholders; and
- vi. representing CGA at General Assemblies of the Federation and other international forums.

### 10.3. Awards

The Board shall have power to create categories of awards to Members and individuals.

## Part 11. Proceedings of Directors

### 11.1. Board Meetings

- (a) Subject to Part 11.1(b), the Board may meet together to conduct business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors must meet at least three times in each calendar year.
- (c) A Director, may, and the Company Secretary on the request of a Director must, convene a Board meeting.

### 11.2. Notice of Board Meetings

- (a) Notice of a Board Meeting must be given to each Director.
- (b) The notice must:
  - i. specify the day, time and place of the meeting;
  - ii. state the business to be transacted; and
  - iii. be given at least three days before the meeting, unless all Directors otherwise agree to a shorter period of notice.
- (c) If a Director does not receive the notice of a meeting, or a complete notice, as required under Part 11.2(b) that non-receipt or incomplete notice does not in itself invalidate anything done at the meeting.

### 11.3. Questions decided by majority

A question arising at a Board Meeting is to be decided by a majority of votes of the Directors present.

### 11.4. Quorum

The quorum for a Board Meeting is at least two-thirds of the Directors in office.

### 11.5. Effect of vacancy

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

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#### **11.6. President to preside at Board meeting**

- (a) The President is entitled to preside as chair at Board Meetings.
- (b) If the President is not present and able and willing to act within fifteen (15) minutes after the time appointed for a meeting or has signified an intention not to be present and be able and willing to act, the Vice-President may preside as chair.
- (c) If both the President and Vice-President are not present, another Director shall be nominated to act as chair.
- (d) The chair of the meeting will not have a casting vote.

#### **11.7. Circulating resolutions**

- (a) The Directors may pass a resolution without a Board meeting being held if the majority of Directors who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Each Director may sign:
  - i. a single document setting out the resolution and containing a statement that the agree to the resolution; or
  - ii. 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.
- (c) CGA may send a circular resolution by email to the Board and the Directors may agree to the circular resolution by sending a reply email to that effect.
- (d) CGA may utilise electronic voting software for a circular resolution and Directors cast their vote by logging in and agreeing to the resolution.
- (e) The resolution is passed when the majority of Directors has signed or otherwise agreed to the circular resolution in the manner set out in Parts 11.7(b), 11.7(c) or 11.7(d).

#### **11.8. Validity of acts of Directors**

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

#### **11.9. Conflicts**

- (a) A Director shall declare to the Board that Director's interest in any matter in which any conflict of interest arises as defined by the Act, and if determined by the Board, that Director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter.
- (b) In the event of uncertainty under 11.9(a), the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned to the next meeting.
- (c) The Company Secretary shall maintain a register of declared interests.

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#### **11.10. Minutes**

The Board must cause minutes of meetings to be made.

### **Part 12. Telecommunication meetings**

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#### **12.1. Telecommunication Meeting**

A General Meeting or a Board Meeting may be held by means of a Telecommunication Meeting, provided that the number of Members or Directors (as applicable) participating is not less than the quorum required.

### **Part 13. Chief executive officer**

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#### **13.1. Appointment of CEO**

- (a) The Board must appoint a CEO.
- (b) The CEO shall hold office pursuant to the terms of an employment agreement between the CEO and CGA. The employment agreement will govern the respective rights and obligations of the CEO and CGA.

#### **13.2. Powers, duties and authorities of CEO**

- (a) The CEO shall manage the affairs of CGA.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the CEO is subject at all time to the control of the Board.
- (b) The CEO's role will be to implement the strategies, plans and policies approved by the Board and will be responsible for the management and direction of CGA and its finances.

#### **13.3. CEO to attend meetings**

The CEO is entitled, subject to a determination otherwise by the Board, to attend all meetings of CGA, all meetings of the Board and any committees and may speak on any matter, but does not have a vote.

### **Part 14. Company Secretary**

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#### **14.1. Appointment of Company Secretary**

- (a) There must be at least one Company Secretary who is to be appointed by the Board.
- (b) The Company Secretary may be the CEO.
- (c) The Company Secretary shall be the Public Officer for the Company.

#### **14.2. Suspension and removal of Company Secretary**

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

#### **14.3. Powers, duties and authorities of Company Secretary**

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

## **Part 15. Committees**

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### **15.1. Committees and delegations of Board powers**

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

### **15.2. Powers delegated to committees**

A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Board.

### **15.3. Committee meetings**

Committee meetings are governed by the provisions of this Constitution dealing with Directors' meetings as far as they are capable of delegation.

## **Part 16. Selection of Team members**

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### **16.1. Selection of team members**

Notwithstanding anything in this Constitution contained to the contrary, the control of the selection and appointment of Team Members shall be vested in and exercised by the Board.

## **Part 17. Foundation / trusts**

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### **17.1. CGA may establish foundations or trusts**

- (a) The CGA may, at its discretion, establish one or more foundations or trusts upon such terms as CGA may determine or as may be agreed by the Board.
- (b) The primary purpose of the foundation or trust will be the preservation of the assets of CGA for the betterment of the Commonwealth Games movement in Australia and/or all of the Program Sports or such other sports as the Board shall determine.

## **Part 18. By-Laws**

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### **18.1. Making and amending By-Laws**

The Board may from time to time make By-Laws which in their opinion are necessary for the control, administration and management of CGA's affairs and may amend, repeal and replace those By-Laws.

### **18.2. Effect By-Laws**

A By-Law:

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- i. is subject to this Constitution;
- ii. must be consistent with this Constitution; and
- iii. when in force, is binding on all Members and has the same effect as a provision in this Constitution.

## **Part 19. Inspection of Records**

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### **19.1. Right of Members to Inspect Records**

- (a) Members shall have the right to inspect documents of CGA as permitted by the Act.
- (b) Requests for inspection of documents of CGA by Members will be made to the Board in writing via the Company Secretary and determined by the Board, provided that such requests are reasonable and not frivolous.

## **Part 20. Accounts**

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### **20.1. Accounting Records**

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

## **Part 21. Service of Documents**

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### **21.1. Document includes notice**

In this Part 21, document includes a notice.

### **21.2. Methods of service on a Member**

CGA may give a document to a Member:

- i. personally;
- ii. by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- iii. by sending it to a fax number or electronic address nominated by the Member.

### **21.3. Methods of service on CGA**

A Member may give a document to CGA:

- i. by delivering it to the Registered Office;
- ii. by sending it by post to the Registered Office; or
- iii. by sending it to the electronic address nominated by CGA.

### **21.4. Time of service**

- i. A notice sent by post within Australia is taken to be given 3 Business Days after posting.

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- ii. A notice sent by post to or from a place outside Australia is taken to be given 7 Business Days after posting.
- iii. A notice sent by fax, or other electronic means, is taken to be given on the Business Day after it is sent (if the sender's transmission report shows that the whole notice was sent to the correct facsimile number or electronic address).

## **Part 22. Indemnity**

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### **22.1. Indemnity of Officers**

(a) Every person who is or has been:

- i. a Director;
- ii. a CEO; or
- iii. a Company Secretary,

is entitled to be indemnified out of the property of CGA against:

- i. every liability incurred by the person in that capacity (except a liability for legal costs); 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 person becomes involved because of that capacity.

(b) Notwithstanding Part 22.1(a), CGA is not required to indemnify any person if:

- i. forbidden by statute to indemnify the person against the liability or legal costs; or
- ii. an indemnity by CGA of the person against the liability or legal costs would, if given, be made void by statute.

### **22.2. Insurance**

CGA may pay a premium in respect of a contract insuring a person who is or has been a Director or Officer against:

- (a) any liability incurred by the person as a Director or Officer which does not arise out of wilful breach of duty in relation to CGA or any liability which is prohibited by the Act; and
- (b) any liability for costs or expenses incurred by the person in defending proceedings, whether civil or criminal, and whatever their outcome.

## **Part 23. Patrons**

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### **23.1. Patron in Chief and Patron**

- (a) The Governor General of the Commonwealth of Australia for the time being will be invited to be Patron in Chief.

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- (b) The Prime Minister of the Commonwealth of Australia for the time being will be invited to be the Patron.

## **Part 24. Winding up**

### **24.1. Contributions of Members on winding up**

- (a) In the event CGA is wound up, present Members (being persons who are Members at the date CGA commences to be wound up) and past members (being persons who were Members at any time during the 12 months immediately preceding the commencement of the winding up), must contribute to CGA's property such monies and other assets necessary to:
  - i. Discharge CGA's debts and liabilities at the date CGA is wound up and costs, charges and expenses properly incurred in connection with the winding up; and
  - ii. Adjust the rights of the contributories among themselves.
- (b) Notwithstanding any other provision of this Constitution, no present Member or past Member need contribute more than an aggregate of \$1.00 to the winding up of CGA.

### **24.2. Excess property on winding up**

- (a) If on the winding up or dissolution of CGA, and after satisfaction of all its debts and liabilities, any property remains, that property must be given to one or more registered charitable institution(s):
  - i. with charitable purposes similar to those of CGA; 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 imposed under this Constitution.
- (b) That charity is, or those bodies are, to be determined by a special resolution of Members at or before the time of winding up, or failing that determination, by a judge who has or acquires jurisdiction in that matter.

## **Part 25. Changes to the Constitution**

### **25.1. Procedure for amending the Constitution**

- (a) The Members may amend this Constitution by passing a Special Resolution.
- (b) Any Notice of Motion to alter this Constitution shall be given to the Company Secretary in writing not less than sixty days before the date of the meeting at which the amendment is to be moved. The Company Secretary shall advise all Members at least thirty days before such meeting of the full text of such motion and the date of meeting. The Motion shall specify the clause as sought to be amended so as to indicate clearly the intent of the amendment.

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# COMMONWEALTH GAMES AUSTRALIA

## EXPLANATORY MEMORANDUM

### AGENDA ITEM 9 - ELECTIONS

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The purpose of this explanatory memorandum is to provide the members of CGA with information in relation to the elections that are to occur at the forthcoming AGM of CGA.

#### Item 9: Elections

Two Directors have terms that will expire at the 2020 AGM. These two Directors were elected at the AGM in 2018 for a term of two years each under Part 9.2 (a) iii of CGA's constitution. The Directors whose terms are expiring are Ms Marlene Elliott and Mr David Mandel.

As a result of the above, elections will be held for two (2) Directors at the 2020 AGM. The elections will be held in accordance with CGA's constitution. Each candidate elected at the 2020 AGM will then serve a four year and six month term pursuant to Part 9.3 (b) (ii) of CGA's constitution.

#### Candidates

On 29 September 2020, CGA called for nominations of candidates for election for two positions of Elected Director (as defined in the constitution).

A summary of the candidates validly nominated by members (including the nominating member, statement of support and any disclosed conflicts of interest) and their CVs accompany this explanatory memorandum.

Each of the candidates for election will be given the opportunity to make a two (2) minute address to the Annual General Meeting prior to the election process commencing.

The order of the addresses by candidates will be determined by a random draw conducted by the joint Company Secretaries. Candidates will be advised of the presentation order prior to the Annual General Meeting.

#### Election Process

Voting will be conducted online by exhaustive ballot, one position at a time and in accordance with Part 7.14 of CGA's constitution.

Members are entitled to vote as per Part 4.4 of CGA's Constitution, with two (2) votes for each Program Sport Member (maximum 42 votes) and one (1) vote for each State Division Member (maximum 6 votes). Member Delegates (i.e. proxies) must have been nominated to CGA prior to the meeting in order to receive the appropriate login for the videoconference and then login to the Annual General Meeting to exercise these votes.

#### Constitution

A copy of CGA's constitution can be obtained as follows:

1. by telephoning CGA on 03 9453 9300; or
2. by visiting CGA's website at <http://commonwealthgames.com.au/wp-content/uploads/CGA-Ltd-Constitution-2018-effective-17-Nov-2018.pdf>

### **How to vote**

Only Program Sport Members and State Division Members are entitled to vote at the Annual General Meeting in accordance with Part 4.4 of CGA's constitution. Associate Members and Life Members are not entitled to vote at the Annual General Meeting.

If a member entitled to attend and vote has not already nominated its Member Delegate/s (i.e. a proxy), the member can do so by contacting Michelle Koster on (03) 9453 9300 or [michelle.koster@commonwealthgames.com.au](mailto:michelle.koster@commonwealthgames.com.au) to obtain, complete and return a Member Delegate (i.e. proxy) form to CGA by 9.30am on Thursday 12 November 2020.

A Member Delegate (i.e. a proxy) does not need to be a member of CGA. Member Delegates must login to the AGM videoconference and attend the meeting online to exercise their vote. It is the Delegate's responsibility to ensure they have suitable internet connectivity to attend the meeting.

# CGA DIRECTOR NOMINATIONS SUMMARY



NOMINEE NAME	POSITION NOMINATED FOR	NOMINATING MEMBER	STATEMENT OF SUPPORT FROM NOMINATING MEMBER	DECLARED CONFLICTS OF INTEREST
<b>CHARLESWORTH</b> Richard (Nominee 1)	Director	Hockey Australia	Hockey Australia hereby nominate Dr Richard Charlesworth for consideration as an elected director to the Board of Commonwealth Games Australia. Richard 'Ric' is an accomplished hockey player, gold medal coach, multi-sport athlete, author, board member and politician who has made a significant contribution to Australian sport across a period of more than 45 years. Regarded as one Australia's most progressive coaches, Ric is renowned around the world as a coaching pioneer which led to back to back Olympic Gold Medals for the National Women's Hockey team, the Hockeyroos(1996 and 2000) and also two gold medals at the Commonwealth Games (1994 and 2010). Having spent a period of 10 years as a Federal Member of Parliament (1983 - 1993), Ric is extremely familiar with the Australian political landscape. Ric remains actively engaged in the sport of hockey where he continues to make a contribution to club and grassroots hockey in Western Australia. Hockey Australia is pleased to nominate Ric for consideration by the Members.	NIL
<b>ELLIOTT</b> Marlene (Nominee 2)	Director	Triathlon Australia	Triathlon Australia (TA) is pleased to endorse the nomination of Marlene Elliott for the Commonwealth Games Australia Board. Marlene has a long history as a director in sport, previously for Netball Victoria and Netball South Australia, and commercially prior to joining the Triathlon Australia Board. Whilst Marlene has only joined the TA board recently, she is already having a positive noticeable contribution to the many difficult tasks on our current agenda. We understand that Marlene holds positions on two CGA sub-committees, both integral in contributing and achieving two strategic priorities, being Brand & Marketing and Heritage & Awards. Marlene's extensive corporate and board experiences will undoubtedly be transferred well to the Commonwealth Games Australia Board.	Non-Executive Director Triathlon Australia

# CGA DIRECTOR NOMINATIONS SUMMARY



NOMINEE NAME	POSITION NOMINATED FOR	NOMINATING MEMBER	STATEMENT OF SUPPORT FROM NOMINATING MEMBER	DECLARED CONFLICTS OF INTEREST
<b>MANDEL</b> David (Nominee 3)	Director	Bowls Australia	Bowls Australia is pleased to support David's nomination for the CGA Board. David has been a great contributor to the CGA for a number of years and his expertise in the finance area has been invaluable. David's experience in a NSO and in the corporate world also holds him in good stead for this position.	Trustee, Caulfield Racecourse Reserve Trust  Chair, World Squash Federation Governance and Audit Commission
<b>MOORE</b> Anthony (Nominee 4)	Director	Table Tennis Australia	Anthony Moore is widely recognised as one of the leading sports administrators in Australia. Over a 25-year career, Anthony currently owns a consultancy business and previously held the role of the CEO of Basketball Australia, plus General Manager level roles at Sport Australia, St. Kilda Football Club, Richmond Football Club, SPARQ Training, Cricket Australia and NBA Australasia. Anthony was also awarded an IOC Scholarship, where he obtained an Executive Masters in Sport Organisation Management. Since joining the Table Tennis Australia Board, Anthony has made an immediate and tangible impact and has brought a fresh perspective to the organisation. Anthony's knowledge, skills and expertise, combined with his previous experience as a Board Member of Australian Commonwealth Games Association (precursor to CGA), makes him an ideal candidate to fill the role of an Elected Director with CGA.	Appointed Director and Board Member Table Tennis



**Dr Richard Ian Charlesworth AO Cit. WA****ACADEMIC**

- 1975 University of Western Australia, Nedlands, WA  
Bachelor of Medicine Bachelor of Surgery
- 2002 University of Western Australia, Nedlands, WA  
Honorary Doctorate of Science
- 2003 University of Western Australia, Nedlands, WA  
Bachelor of Arts Majoring in Philosophy & History

**COACHING CREDENTIALS**

- 1993 Australian Coaching Council Level III Certificate
- 2000 FIH Master Coach

**EMPLOYMENT HISTORY**

- 1976-78 Resident Medical Officer, Queen Elizabeth II Medical Centre, Verdun St, Nedlands
- 1978-83 Locum Doctor in emergency medical service WA  
 Facilitated sporting commitments.(ie First Class Cricket & International Hockey)
- 1983-1993 Federal Member of Parliament for the Seat of Perth (ALP)
- 1993-2000 National Coach of Australian Women's Hockey Team and Head Coach AIS
- 1995-2000 Head Coach Australian Institute of Sport - Hockey Unit in Perth
- 2001-2002 High Performance Consultant Fremantle Football Club
- 2002-2003 Australian Institute of Sport Mentor Coach to five National coaches
- 2003-2004 High Performance Consultant professional football and rugby
- 2005-2007 High Performance Manager of New Zealand Cricket, Christchurch NZ
- 2008 Technical Advisor to Indian Hockey, Chandigarh India
- 2008-2014 National Coach of Australian Men's Hockey Team AIS Head Coach Hockey

**PUBLICATIONS:*****Author of 5 books on coaching:***

- Charlesworth R & Hatt D, The Young Hockey Player, 1980
- Charlesworth, R. The Coach – Managing for Success, 2001
- Charlesworth, R. Staying at the Top, 2002
- Charlesworth, R. Shakespeare the Coach, 2004
- Charlesworth, R. World's Best, 2017

Author of numerous articles for sporting magazines and newspapers  
 (hockey and otherwise).

**SPORTING ACHIEVEMENTS / PLAYING RECORD****CRICKET**

First Class player for Western Australia 1972-1980 - more than 2000 runs and approx 50 games

3 times Sheffield Shield winner, Team Captain 1979

**HOCKEY**

Western Australia 1971-1988 13 times National Champions, Captain 1974-76, 1981-84

Australia 1972-1988 227 matches (more than 130 as Captain 1977-1984)  
 Scored 90 goals for Australia

- World Cups 1975 Kuala Lumpur – 5<sup>th</sup>  
 1978 Buenos Aires - Bronze Medal  
 1982 Bombay – Bronze Medal,  
 1986 London– Gold Medal (WC Player of the tournament and leading goal scorer in the tournament)
- Olympics 1972 Munich –5<sup>th</sup>  
 1976 Montreal (silver medal)  
 1980 Moscow (selected)  
 1984 Los Angeles – 4<sup>th</sup>  
 1988 Seoul – 4<sup>th</sup>

Champions Trophy - 1980-1988 (Gold, Silver or Bronze medallist at each tournament)

Selected in various 'World Teams' between 1976 and 1986.

## COACHING RECORD

*Domestic Various junior teams in 1970s, 1980s, 1990s and 2000- 2014*

1976-1979 Cricketers Hockey Club Premier League (3 times premiers in 4 years)

*Interstate 1975 Western Australia Senior State Team (Playing coach) National Champions*

Western Australia U/21 Team 1977 - 3<sup>rd</sup> and 1978 - 2<sup>nd</sup> place

### *International*

1993-2000 Australian Women's Hockey Team Hockeyroos  
Ranked number 1 in world for 8 years consecutively

2009-2014 Australian Men's Hockey Team Kookaburras  
Ranked number 1 in the world 2010 – 2012 & 2014

<u>World Cup</u>		<u>Coached 4 World Cups - 4 Gold</u>
	(Women's)	1994 Dublin – Gold
		1998 Utrecht - Gold
	(Men's)	2010 New Delhi – Gold
		2014 Hague - Gold

<u>Champion Trophy</u>	<u>Coached 9 Champions Trophies -8 Gold, 1 Bronze</u>
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Olympic Games Coached 3 Olympic Games – 2 Gold, 1 Bronze

	(Women's)	1996 Atlanta – Gold
		2000 Sydney – Gold
	(Men's)	2012 London – Bronze

<u>Commonwealth Games</u>	<u>Coached 2 Commonwealth Games – 2 Gold</u>	
	(Women's)	1998 Kuala Lumpur – Gold
	(Men's)	2010 New Delhi – Gold

### **Notable Achievements:**

- Only coach women's hockey to have coached a team to consecutive Gold medals at the Olympic Games.
- Only coach in Men's and Women's hockey to have coached a team to consecutive Gold medals at the World Cup.
- Only man in the history of hockey to have been a player in a winning World Cup team who went on to coach the team to a World Cup victory.

## AWARDS

Best and Fairest Premier League Perth WA Olympians Medal 1980

WA Sportsman of the Year Award 1976, 1979, 1987

Order of Australia 1987 AM then 2016 OA

Australian Coaching Council - Team Coach of the Year 1994, 1996, 1997, 1998, 1999, 2000

Inducted into Sport Australia Hall of Fame 1987

Inducted into Hall of Champions (WAIS) 1995, Legend 2013

WA Sport's Champions of the Year Awards - WA Coach of the Year 1994,1995, 1996, 1997, 1998, 1999, 2000, 2010 and 2014

Confederation of Australian Sport Coach of the Year 1996, 1997 and 2000

Western Australian Citizen of the Year 2001 for services to hockey.

Greatest Ever Hockey Player – WA 2004 Greatest Ever Coach – WA 2004

Inducted into the Inaugural Hockey Hall of Fame 2008

AIS 'World's Best' Award 2014

## OTHER RELEVANT EXPERIENCE

### Administrative

1983-92 Board member of Western Australian Institute of Sport  
1994-97 Board member of Australian Sports Commission  
2001-03 Board member of Western Australian Institute of Sport  
2002-03 Coaching mentor to Australian Institute of Sport to 5 Head Coaches  
Triathlon – Olympic medallist Athens  
Track Cycling – Olympic medallist Athens  
Sprint Canoeing – Olympic medallist Athens  
Softball – Olympic medallist Athens  
Women's Soccer – best Olympic finish – Athens

### Political Experience

Ten years in the Federal Parliament and service on various House of Representative committees and government Commissions. As Chairman of the Caucus, Economics and Industrial Relations Committee I worked closely with Treasurer Paul Keating in many public policy areas in particular establishing National Superannuation, Member of the Government Group on AIDS. Member of the House of Representatives Committee on Finance and Public Administration

### International Sporting Coach

Arguably Australia's most successful sporting coach having led National team programmes in hockey for men and women. In the 14 years in the twin roles my teams played in four World Cup and three Olympic Games for six Gold medals and one Bronze. A record of sustained success unsurpassed in any Australian team sport.

### Board Experience and Not for Profit Patron

1983- 1993 Board member of Western Australian Institute of Sport  
1994-1997 Board member of Australian Sports Commission  
1985 Member Better Health Commission  
2018-2019 Chairman Fundraising Committee Harry Perkins Centre for Medical Research

### Statement:

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#### Why are you seeking election to the Board of CGA?

Throughout my career as a coach and administrator, I have always endeavoured to ensure that athletes are well placed to deliver their very best performance on the day, when it matters. The Commonwealth Games provides an incredibly important and unique opportunity for Australian athletes / players as well as coaches and support staff, to participate in a multi-sport environment, something that I have always felt served Australian athletes well as they seek to progress their careers on the world stage. I consider my experience as a player and coach will offer unique insights into ensuring future Australian Commonwealth Games Teams are strongly placed to enable athletes and teams to perform at their very best. Having had experience in the political arena, I believe I am well placed to advise and support the Management and Board on how best to engage government stakeholders at all levels. I regard this to be a critical role of a Board director, and I consider my background in this area to be extremely unique. Finally, I am highly motivated to give back to an organisation that I have always felt placed the athlete at the heart of any decisions, and I am firmly aligned to the values of inclusiveness, respect, excellence and integrity. As a 10 year old in Perth in 1962, the Commonwealth Games ignited my love of sport. Elite sport was brought to my doorstep and the city was a buzz. I also feel strongly about being able to contribute to organisations that are genuine about making a positive difference.

#### If you are elected, how will you add value to CGA?

As someone who has played and coached at the highest levels, my experience in the political arena, coupled with my coaching reputation in Australia and around the world, I believe I would be well placed to support the future strategy of Commonwealth Games Australia across a range of areas, but particularly the area of team preparation and the strategic priority to deliver team success. I am well placed and experienced with working within the political domain and would endeavour to work with the Management Team and other members of the Board to determine how best to leverage my experience, including my profile, to maximise the capability of CGA to meet its strategic ambitions. I believe I would be an asset in relation to generating support towards the hosting of great games in Australia in the future. My medical background, including response and involvement to a world's best response to the AIDS pandemic equips me well to interpret and understand the present pandemic.

#### If you are elected, what would you want to be recognised for during your time on the Board?

I am particularly motivated to provide guidance and support to the Commonwealth Games Management Team and Board regarding the area of delivering team success. I would like to think that as a result of my time on the Board, my contribution was valued in this area, along with being able to play a constructive role with guiding the future strategy and ambition to host future Games in Australia. Finally, I would like to consider that I was regarded as a constructive member of the Board, and able to offer experienced advice in the best interests of Commonwealth Games Australia.



## Marlene Elliott GAICD

M: 0419 818 063

E: [marlene.elliott@solutionsbyme.com.au](mailto:marlene.elliott@solutionsbyme.com.au)

My purpose is to enable others to shine and succeed. This has been constant in my life, both personally and professionally, and it continues to drive me as a Non-Executive Director. An experienced and resilient leader, working closely with executives, including large and small businesses, state government and NFP organisations across different sectors. Enthusiastic and driven to deliver strategic projects and change management programs with a high level of engagement, who brings people on the journey at a fast pace to achieve collective success. An energetic and effective contributor to a board in areas of strategic planning, governance, member services, brand and marketing, stakeholder engagement and leadership mentoring.

Results driven | Strong communicator | Team player | Strategic thinker | Creative | Inclusive

### Non-Executive Director

Commonwealth Games Australia	2018 – current
Workways Australia ( <i>see note page 3</i> )	2019 – current
Triathlon Australia	2020 – current
Netball Victoria (Netball Australia delegate 2 years)	2013 – 2020
Netball South Australia	2008 – 2012
Asia Pacific Professional Services Marketing Association	2004 – 2012

### Seeking election

It has been a privilege to serve CGA and its member sports for the past 2 years, contributing to the governance and growth of CGA, and striving to be the number one sporting nation in the Commonwealth. Being elected will enable me to keep contributing to the strong collegiate board culture, provide continuity and leverage the past 2 years' service. The current landscape is tough and somewhat unknown, such as, COVID-19, funding programs, financial stability, high performance investment and supporting NSOs, both large and small. This presents complexity, challenges and opportunities. I am committed and motivated to keep contributing to CGA and to its member sports to ensure the organisation is successful, impactful and sustainable. Also, continue to provide advocacy, support and a strong voice across the full spectrum of our great Commonwealth sports.

### Adding value

My adaptive and inclusive leadership style has enabled me to influence change, excel at stakeholder engagement and contribute towards strategic priorities. I bring a curious and creative mindset to identify opportunities and think beyond the now. I believe I will continue to add value to CGA by bringing a balance of commercial and sport perspective, having the courage to debate and respectfully challenge, to ensure the best outcome for CGA and member sports.

### Recognised for

I would like to be recognised as a person who displays commitment, highly engaging and professional, a strong contributor to the strategic direction and financial performance of CGA. I would like to be known for my integrity, someone who has a deep understanding of CGA and member sports, a person who supports fellow board members and management, and a leader who contributes to a strong financial future and long-term success.

### Thank you

I have thoroughly enjoyed the past 2 years on the CGA Board and believe I have made a solid and effective contribution to the board and to the important work of the organisation. I am appreciative of the opportunity provided to me by CGA member sports and I am excited to have this opportunity again and continue to make a positive and meaningful impact.

## Board Sub-Committees

Governance Committee	(Workways Australia)	Current
Brand & Marketing Committee	(Commonwealth Games Australia)	Current
Heritage & Awards Committee	(Commonwealth Games Australia)	Current
Chair Governance Committee	(Netball VIC)	2018 – 2020
CEO Performance & Remuneration Review	(Netball VIC)	2015 – 2019
Nominations Committee	(Netball VIC and Netball SA)	2015 – 2018
Treasurer	(Asia Pacific Professional Services Marketing Association)	2010 – 2012

## CGA Selection Criteria

Criteria	Experience
Digital Marketing and Branding	<p>I am a member of CGA Brand &amp; Marketing Committee, providing advice in areas of:</p> <ul style="list-style-type: none"> <li>- Community engagement, digital community development &amp; engagement</li> <li>- Alumni communications &amp; engagement, Media servicing &amp; engagement</li> <li>- Communications &amp; public relations, Sponsorship sales &amp; commercial partnerships</li> <li>- Brand development &amp; promotion, Special events &amp; celebrations</li> </ul> <p>I have 15 years' experience as a marketing professional at KPMG Australia and currently in my consulting business I provide brand and marketing advice to clients.</p>
Accounting and Finance	<p>My career of 30 years in banking and professional services has given me the skills and capabilities to analyse and interpret financials. I have experience as Treasurer of Asia-Pacific Professional Services Marketing Association. Currently as a Board member of three national NFP organisations, I have the experience and confidence to interrogate and question the financials of an organisation.</p>
Strategic Planning	<p>As a Director I have been a strong contributor to the development of CGA, Netball VIC and Netball SA strategic plans. In 2018, I was active and hands on, working with Craig Phillips in the development and delivery of CGA strategic plan "First Among Equals". Outside of sport, I have developed and implemented the KPMG Client &amp; Market Insights strategic plan. I have been an active participant in Netball Australia Forums to formulate strategy. I have the ability to think laterally, bring a different perspective and apply a commercial lens, whilst having a deep appreciation of the nuances and challenges of NFP and member-based organisations.</p>
Sport Industry and NFP including high performance, community sport, participation and events	<p>I have deep experience in the sporting industry, as SSO Director of Netball VIC &amp; Netball SA and NSO Director of Triathlon Australia. I have worked closely with Members, Associations and Boards, including participating in working groups and community events. My passion and contribution spans from grass-roots through to high performance, including a focus on members, participation and fan engagement. Over the past 2 years as a CGA Board member I have been active in supporting NSO events. I have attended the Asia-Pacific Lawn Bowls Championships, World Doubles Squash Championships, National Table Tennis Olympic Qualifying Tournament and World Gymnastics Championships. My experience, knowledge and understanding of NFP organisations is extensive. I have a deep appreciation of the challenges, in terms of structure, people, culture and financial performance. I bring a strong commercial and pragmatic view to the board, whilst considering the right balance and best outcome for the organisation and its members.</p>
Governance and Board Directors' Duties and Responsibilities	<p>Governance is integral to my approach and critical to the responsibilities of a Director. Good governance ensures the decision making of an organisation has effective and compliant processes and systems, mitigates risks, remains relevant and enables sustainable growth. With over 15 years' experience as a Director, I have built my knowledge of sound corporate governance principles and practices. As a graduate and active member of AICD, I have the qualifications and access to continuous professional development and resources, to bring the latest Director knowledge, governance skills and capabilities to a board. As a Director I have contributed towards building robust risk management and governance frameworks, including monitoring and reporting.</p>

Criteria	Experience
Government and Public Sector relations	My board experience includes, stakeholder engagement with federal and state government, strategic planning, governance and regulatory compliance. During my career I have gained extensive experience working with stakeholders, executive and management. My strength is engaging and understanding stakeholder needs and developing strong working relationships to enable an effective outcome. I am connected in the corporate community across a range of sectors, as a Director at KPMG I have built a strong and respected reputation. I have the ability to influence and create opportunities, I am a natural connector of people with an expanding network. In my consulting business I am currently working with NSW Department of Planning, Industry & Environment, on three significant projects, in the areas of Open Space, Sport and Recreation, also the Western Parkland City (Aerotropolis).
Commercial management, contract negotiations, sponsorship and corporate relations	Significant experience in marketing, corporate relations and community engagement. In my role as KPMG Senior Manager Marketing, through a range of strategic initiatives, increased brand and market awareness across public and private sectors. I developed and negotiated strategic partnerships and sponsorships with AICD, CEDA, SA Great, Business Council and Sport SA. I successfully created and championed community programs as part of Corporate Citizenship strategy. As KPMG Director Client & Market Insights, I negotiated a national IT contract for the provision of client feedback survey, data analytics and automated reporting.
AICD qualifications	I am a graduate of the Australian Institute of Company Directors, passed with Order of Merit and was the keynote speaker at the graduation event in 2019. This year I have attended the AICD Governance Summit in March 2020 and the Essentials Director Update in October 2020. I am also a mentor for people who are undertaking the AICD course.

**Note:** Workways Australia is a NFP organisation. Mission: to deliver positive economic, social and environmental benefits to the community by enabling people to participate in the workforce, develop their potential and contribute to society. Staff 260, offices in VIC, NSW, QLD and ACT. Annual revenue \$40m. Provision of Federal Government contracts across multiple programs, such as, Job Active, Disability Employment Scheme, Transition to Work and Environmental services.

## CAREER

### Solutions by ME | 2018 – current

Director/Owner, a consulting business specialising in client insights, strategic planning, project governance, quality assurance, data analysis, brand and marketing. Working with a diverse range of businesses, including state government and NFP organisations, helping clients achieve strategic objectives, drive growth and increase performance.

### KPMG | 2003 – 2018

Two leadership roles, Director, Client & Market Insights, Australia (6yrs) and Senior Manager, Marketing, Client Care and Business Development, South Australia (9yrs).

### Adelaide Bank | 1987 – 2002

Performed several senior roles, National GM Wholesale Mortgages, APRA Project Manager, GM Call Centre and Regional Manager Retail Banking.

## NETBALL ACHIEVEMENTS

### Player

Australian National Super League	1990 & 1991
Represented South Australia at National Championship	1978 – 1991
South Australian State League Premiership	1986 & 1987

### Coach

Australian National Super League	1998 – 2002
South Australian State League	1999 – 2001

## INTERESTS

Netball | AFL | Triathlon | Hiking | Travelling | Cultures | Volunteering

**David S Mandel**

Caulfield North, VIC 3161

Telephone: 0419 330 781 Email: [davidm@chastain.com.au](mailto:davidm@chastain.com.au)14<sup>th</sup> October 2020

I am pleased to have an opportunity to seek re-election as a Director of CGA at the upcoming AGM. In support of my candidature I provide the following information outlining my qualifications and experience.

**Current Positions:**

- ❖ Director CGA – 2018+
  - Chair of the Finance, Audit & Risk Committee, 2016+
  - member of the Investment Committee 2018+
- ❖ Trustee Caulfield Racecourse Reserve Trust – 2018 +
- ❖ Chair Governance & Audit Commission, World Squash Federation – 2016 +

**Past Positions:**

- ❖ President Squash Australia – 2015 – 2019
- ❖ Director Squash Australia – 2014 – 2019

**Key Selection Criteria:**

- ✓ **Accounting and Finance**

I qualified as a Management Accountant – because I was always going to work in Industry, not the profession – in the UK, more than forty years ago. I rose through the finance and then treasury ranks, to be Finance Director of Riverwood Cartons – a 600 person, 5 manufacturing plant, \$120 million revenue business in 1990 in Australia; from which I moved to the USA as Corporate Controller of the USD 2 billion revenue, paper and packaging Fortune 500 Multinational parent. Investment Management.

I have now chaired the Finance and / or Audit & Risk committees of every public or private company or organisation of which I am a member for the last decade. As the inaugural chair of the CGA's Finance & Audit Committee, I have led the team in developing the CGS's Sustainable Finance Model, which integrates the CGA's budgeting over four year

Commonwealth games cycles, twelve year home game cycles and investment returns and strategies, to the level it is today.

✓ **Investment Management**

I have managed my own Self-managed Super Fund, and other bodies Trust accounts for many years, and have an understanding of how to measure effective outcomes.

✓ **Sport Industry and NFP including High performance, Community Sport, participation and events**

I have had the advantage of seeing the Australian sports industry from the perspective of an NSO Director and President for more than five years, which is a valuable perspective. It contrasted with the ground up view of a player of Squash for over thirty years. And my first director role in a major not for profit was over twenty years ago.

✓ **Governance and Board of Director Duties and Responsibilities**

I became a graduate of the AICD in 2014, wishing that I had completed the course decades earlier, because the deeper you go in any subject the more you learn. Having been a company director, over many different organisations, for more than a decade, it was both comforting to learn what I knew and challenging to learn what I did not.

✓ **Legal**

Like many participants in this space, I am a 'bush lawyer' who knows when he needs to get professional advice, and then asks for it. Simple solutions based on past public precedents can and are followed.

✓ **Commercial Management including contract negotiation, sponsorship, private sector / corporate relations**

In my last career role, I was the Managing Director of Riverwood Cartons – a 600 person, 5 manufacturing plant, \$120 million revenue business in 1990 in Australia. This role demanded a level of commercial management skills that I now bring to the table.

✓ **Human Resource management**

While I have no qualifications or line management experience in Human Resource management, in my other roles I have had to manage people, and am familiar with the requirements of good people management.



✓ **International Sports Federations**

I have worked with the World Squash Federation for the last four years as Chair of their Governance and Audit commission, which has provided many insights into how they and other World Federations operate in general, and the Governance space in particular.

✓ **Risk management**

As Chair of the Finance and Audit Committee, I shepherded the process of the creation of the first Risk register for the CGA. A process I also completed at Squash Australia, and a number of other organisations.

✓ **Strategic and Strategic Planning Implementation**

And last but not least, I have a passion for strategy, and developing strategic plans. Ones that can be implanted and achieve goals. At the CGA we now have a sustainable strategic financing plan that I have described above, that is a valuable tool for the organisation, whose development I have championed.

As I have demonstrated, I have had extensive experience working in a “team environment” as either a member or president of various boards – either corporate, government or non-profit – and enjoy the dynamic that board activities generate.

I have enjoyed serving on the CGA Board over the last two years and believe I have made a meaningful contribution to the organisation’s important work and am grateful for the opportunity provided to me by the CGA membership. I very much look forward to continuing to contribute positively to the CGA Board.

David Mandel

October 2020

# ANTHONY MOORE - CURRICULUM VITAE

CHIEF EXECUTIVE OFFICER | MANAGING DIRECTOR | STRATEGIC LEADER | CHANGE LEADER |  
COMMERCIAL LEADER | POLICY DEVELOPMENT | NON-EXECUTIVE DIRECTOR |

## PROFILE

A senior leader with over 25 years experience in leadership and management roles in elite sporting organisations. Proven track record of leading strategic and transformational change and driving commercial success. Non-Executive Director of non-for-profit Boards.

## EXPERTISE

Leadership	Strategy & planning	Deal making
People management	Change management	Stakeholder management
Crisis management	Governance	Workforce development
Sponsorships	Brand marketing	Legal & contracts
Revenue forecasting	Budget control	Commercial planning

## CAREER HIGHLIGHTS

- Awarded International Olympic Committee Study Scholarship in 2018/19
- Developed a partnership with Government resulting in the single biggest commercial deal in the history of Basketball Australia. This partnership saw Team USA play two games against the Australian Boomers team at Marvel Stadium in Melbourne in August 2019 in front of 100,000 fans
- Represented Basketball Australia as Secretary-General and Chief Executive Officer at the 2016 Summer Olympic Games in Rio de Janeiro and 2018 Commonwealth Games on the Gold Coast

## CAREER SUMMARY

Managing Director	Anthony Moore Consulting	Feb 2019 - Current
Interim General Manager (short term contract)	Hockey Australia	Feb 2019 – May 2019
Chief Executive Officer	Basketball Australia	Oct 2014 – Nov 2018
General Manager Participation & Sustainable Sports	Australian Sports Commission	Jun 2013 – Sept 2014
General Manager Strategy & New Business	St Kilda Football Club Limited	Oct 2011 – May 2013
General Manager Commercial Operations		Jul 2007 – Sept 2011
Chief Operating Officer	SPARQ Training (ANZ) Pty Ltd	Oct 2005 – Jul 2007
General Manager Relationship Marketing	Richmond Football Club Limited	Jul 2003 – Sept 2005
Advertising & Licensing Manager	Australian Cricket Board / Cricket Australia	Jul 1998 – Jul 2003
Brand Manager	National Basketball Association (USA)	Feb 1993 – Jul 1998

# ANTHONY MOORE – DIRECTOR CRITERIA RESPONSE

CGA Director Criteria	Anthony Moore Response
Digital Marketing and Branding	Significant experience. Built digital marketing team at St Kilda FC and Basketball Australia Led the rebranding of Australian Cricket Board to Cricket Australia
Media	As the public face of a national federation, I have successfully staged media conferences, delivering the required key messages and cultivated strong relationships with media from a wide range of news organisations
Accounting and Finance	Worked closely with FARC sub committees at ASC, Basketball Australia. Significant experience managing cash poor and resource poor sporting businesses Led financial turnaround strategy at Basketball Australia
Investment Management	Good understanding
Sport Industry and NFP including high performance, community sport, participation and events	Superior experience having led ASC's Participation & Sustainable Sports division. Led Basketball Australia HP restructure, including partnership with NBA. Actively engaged in community sport
Governance and Board Directors' Duties & Responsibilities	Currently a Director of Table Tennis Australia Previously a Director of Women Sport Australia Rewrote Basketball Australia's Board Charter
Legal	Significant experience in contract management, IP issues, employment law matters
Government and Public sector relations	Significant network within APS in Canberra and most State Sport & Recreation departments. Have led the advocacy discussions with all levels of government
Commercial management including contract negotiation, sponsorship, private sector/corporate relations	More than 20 years experience driving revenue outcomes across all facets of commercial operations
Human Resources management	Have restructured multiple businesses and business units as a senior executive managing multiple staff
International Sports Federations	Outstanding relationships with IFs such as FIBA and IWBFF, IOC and IPC
Risk management	Thorough understanding of risk management issues and role of FARC/FARM in managing & assessing areas of risk
Strategic and Strategic Planning implementation	Delivered the first strategic plans for both St Kilda FC and Basketball Australia Have worked on strategic planning issues both at high level strategy and operational level for nearly two decades
Qualifications and Knowledge	Anthony Moore Response
Tertiary qualifications (or higher) or significant experience in business, sports management or other relevant field	Executive Masters Sport Organisation Management via IOC MEMOS program
Understanding of the not-for-profit industry	Have worked in not-for-profit industry for more than two decades
Understanding of the Australian sports system	Have worked in Australian sports system for more than two decades
AICD qualification	I am planning to undertake the AICD course in 2021

# ANTHONY MOORE – QUESTION RESPONSE

## WHY ARE YOU SEEKING ELECTION TO THE BOARD OF CGA?

For more than 25 years I have worked in the highly competitive, highly dynamic sports industry in Australia in a range of leadership roles.

These roles have provided me with a wealth of experience working with a diverse range of Boards across all levels of our sporting ecosystem.

This positions me well to provide the Board of Commonwealth Games Australia with both practical & relevant input to its strategic discussions & deliberations and help continue position CGA as a leading voice in Australian sport.

Accordingly, I am seeking election to the Board of CGA to share my knowledge and experiences with an exciting vibrant organisation that plays such an important part in the journey of our high performance athletes and generates great pride in all Australians.

## IF YOU ARE ELECTED, HOW WILL YOU ADD VALUE TO CGA?

I bring a direct understanding of life at the coalface leading and operating a national sporting organisation.

My network of contacts within Australian sport, as well as globally, is significant and provides me with relevant real time connections to the issues of the day as well the large strategic challenges.

Having worked on the commercial side of professional sport for more than 15 years, I bring significant expertise in generating a diverse range of revenues including commercial partnerships, memberships and fundraising via high net wealth donors, bequest programs and the like.

Similarly, I have considerable experience in strategic planning within a sporting environment and can provide the Board of CGA with practical first-hand knowledge.

## IF YOU ARE ELECTED, WHAT WOULD YOU WANT TO BE RECOGNISED FOR DURING YOUR TIME ON THE BOARD?

The value the Commonwealth Games provides to Australian sport is immeasurable. As a participant in one of the biggest global events for high performance sport, Commonwealth Games Australia is one of the most respected voices in the movement.

The Australian sporting industry has afforded me a wonderful career and I continue to be a great advocate for Australian sport.

In five years time, I would like to be recognised as a Board member who is collaborative & inclusive, supportive of the CGA Executive and contributed to initiatives that drove the financial growth of the CGA.

At the end of my term, I would hope that I helped Commonwealth Games Australia continue to grow as an organisation that inspires the dreams and aspirations of Australians everywhere through the great deeds of our athletes.