

MEMORANDUM



To: CGA Directors
CGA Program Sport Members
CGA Associate Members
CGA State Division Members
CGA Life Members
CGA Staff
PwC – Andrew Cronin and Phil Kossmann

From: Craig Phillips AM, CEO & Joint Company Secretary
Dianne O'Neill, General Manager Corporate & Joint Company Secretary

Date: 23 April 2024

Subject: 2024 ANNUAL GENERAL MEETING – 15 MAY 2024
COMMONWEALTH GAMES AUSTRALIA LIMITED – ACN 629 915 448 (CGA)

Further to the previous emails, memoranda and other materials dated 14 March 2024 and 12 April 2024 issued to Members regarding the Annual General Meeting (**AGM**) of CGA to be held on Wednesday 15 May 2024, in accordance with Part 6.4 (c) of the constitution of CGA (**Constitution**) notice is hereby given in the attached Agenda of the items of business, nominees for election and Special Resolutions to be put to the meeting.

There were no notices of motion received from any Member. The Board is nominating one Life Member and elections will be held for the two (2) Elected Director positions as the number of eligible candidates nominated is greater than the number of vacancies. As previously advised, amendments are also proposed to the Constitution. As per Part 6.5 of the Constitution, no business other than that stated in the notice of meeting may be transacted at the AGM.

Details regarding the CGA AGM are as follows:

Date: Wednesday 15 May 2024
Time: 10:00am (AEST)
Place: Freshwater Ballroom, Novotel Sydney Olympic Park

Further detail is included in the agenda and Notice of Meeting attached in this email, along with the 2023 Annual Report and associated meeting papers.

Appointment of Member Delegates and Voting – 2024 AGM

Program Sport Members: Each Program Sport Member may appoint two (2) Member Delegates to attend and vote at the AGM on their behalf.

State Division Members: State Division Members may each appoint one (1) Member Delegate to attend and vote at the AGM on their behalf. In addition to the Member Delegate appointed by a State Division Member to vote at the AGM on their behalf, each State Division Member may also invite one (1) other individual to attend the AGM on their behalf and such individual will have no authority to vote at the AGM on their behalf.

Associate Members and Life Members: Associate Members and Life Members may attend the AGM but have no voting rights and consequently, no right to appoint any Member Delegates.

If a Member entitled to attend and vote at the AGM has not yet appointed its Member Delegate(s) (i.e., a proxy), the Member should do so now by contacting CGA's Executive & Office Manager, Maria Cabeliza, on (03) 9453 9300 or maria.cabeliza@commonwealthgames.com.au to obtain, complete and return a Member Delegate (i.e., proxy) appointment form to CGA as soon as possible but no later than 10:00am on Wednesday 8 May 2024. Maria Cabeliza will also facilitate any travel arrangements required.

Please note that:

1. Members that are entitled to attend and vote at the AGM (being both Program Sport Members and State Division Members) are entitled to appoint a Member Delegate (i.e. a proxy).
2. A Member Delegate (i.e. a proxy) need not be a Member.
3. Program Sport Members are entitled to cast two (2) votes and may appoint two (2) Member Delegates each (i.e., proxies).
4. State Division Members are entitled to cast one (1) vote and may appoint one (1) Member Delegate each (i.e., proxies).
5. A Member Delegate must attend the AGM in person to exercise their vote.

For Members to be entitled to attend and vote at the AGM, any outstanding 2024 CGA membership fees must be paid prior to the close of business on Wednesday 8 May 2024.

Additional meetings and events – Tuesday 14 May

Separate invitations have been sent for each CGA meeting and event to each relevant stakeholder group. An agenda for each meeting will be distributed in due course.

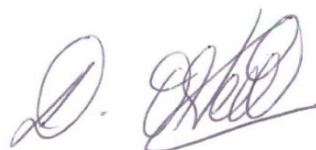
RSVPs for all CGA meetings and events are due today, 23 April 2024. If you have not already done so, please provide your RSVP to CGA's Stakeholder Relations Manager Kylie Peake via email at kylie.peake@commonwealthgames.com.au.

If you have any questions in regard to any of the above, please do not hesitate to contact Dianne or Maria via email or on (03) 9453 9300 at the CGA office.

Yours sincerely



CRAIG PHILLIPS AM
Chief Executive Officer
Joint Company Secretary



DIANNE O'NEILL
General Manager Corporate
Joint Company Secretary



COMMONWEALTH GAMES AUSTRALIA

NOTICE OF 2024 ANNUAL GENERAL MEETING

Notice is hereby given that the 2024 Annual General Meeting (**AGM**) of members of Commonwealth Games Australia Limited (**CGA**) ACN 629 915 448 will be held on the date, time and place specified below.

All information and papers regarding the CGA Annual General Meeting are distributed to members electronically and are available on CGA's website. Should any member require a hard copy of the meeting papers, please contact the CGA office on (03) 9453 9300 prior to Wednesday 8 May 2024.

Date & Time: Wednesday, 15 May 2024 at 10:00am

Venue: Freshwater Ballroom, Novotel Sydney Olympic Park
11A Olympic Blvd, Sydney Olympic Park NSW 2127

AGENDA

1. Call to Order and Acknowledgement of Country
2. Welcome by President
3. Minutes of the 2023 Annual General Meeting – *Attachment 1*

To confirm the Minutes of CGA's Annual General Meeting held on 19 May 2023.

4. President's Address – *Mr Ben Houston*
5. Annual Report and Financial Statements – *Attachment 2*

Presentation of the 2023 Annual Report, the Financial Statements for the financial year of 1 January 2023 to 31 December 2023 and the Independent Auditors' Report thereon by Craig Phillips AM, the Chief Executive Officer of CGA.

6. Elections – *Attachment 3*

Elected Directors – Two (2) positions

Two (2) Directors have terms that will expire at the conclusion of the 2024 Annual General Meeting, being Darryl Clout and Grant Harrison. In accordance with Part 9.5 of the constitution of CGA, the Company Secretaries requested nominations from Members for elections for the two (2) resulting vacancies for the position of Elected Directors.

Three (3) eligible nominations were received for the two (2) vacant positions of Elected Directors, being from Darryl Clout, Grant Harrison and Duncan Free OAM. A summary of the nominations, their CVs and relevant information, accompany this Notice of Meeting as Attachment 3.

As the number of eligible candidates nominated for election exceeds the number of vacancies, there shall be an election for the two Elected Director positions by exhaustive ballot in accordance with Part 7.14(a) and Part 7.14(b) of the constitution of CGA.

7. Amendments to the Constitution of Commonwealth Games Australia Limited – Attachment 4

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 12 April 2024, which includes:

- (a) amendments in the nature of additional text in blue and underlined, primarily in Part 9 (Board of Directors), Part 21 (Service of Documents) and Part 25 (Changes to the Constitution); and*
- (b) amendments in the nature of deleted text in red and strikethrough, primarily in Part 9 (Board of Directors), Part 21 (Service of Documents) and Part 25 (Changes to the Constitution),*

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 4 for further information in relation to this item.

8. Life Membership – Attachment 5

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

The members resolve, as a special resolution, that Ian Hanson OAM be conferred with Life Membership of Commonwealth Games Australia Limited under Part 4.2(d) of the constitution.'

In accordance with Part 4.2(d)(ii) of the constitution of CGA, a special resolution is required to confer Life Membership of CGA. 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 5 for further information in relation to this item.

Appointment of Member Delegates

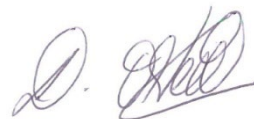
If a Member entitled to attend and vote at the AGM has not yet appointed its Member Delegate(s) (i.e. a proxy), the Member can do so now by contacting CGA's Executive & Office Manager, Maria Cabeliza, on (03) 9453 9300 or maria.cabeliza@commonwealthgames.com.au to obtain, complete and return a Member Delegate (i.e. proxy) appointment form to CGA as soon as possible but no later than 10:00am on Wednesday 8 May 2024. Maria will also facilitate any travel arrangements required.

Please note that:

1. Members that are entitled to attend and vote at the AGM (being both Program Sport Members and State Division Members) are entitled to appoint a Member Delegate (i.e. a proxy).
2. A Member Delegate (i.e. a proxy) need not be a Member.
3. Program Sport Members are entitled to cast two votes and may appoint two Member Delegates each (i.e. proxies).
4. State Division Members are entitled to cast one vote and may appoint one Member Delegate each (i.e. proxies).



CRAIG PHILLIPS AM
Chief Executive Officer
Joint Company Secretary
23 April 2024



DIANNE O'NEILL
General Manager Corporate
Joint Company Secretary
23 April 2024

**AGENDA ITEM 3 - ATTACHMENT 1
AGM MINUTES 19 MAY 2023**



**Minutes of the Annual General Meeting of
Commonwealth Games Australia Limited**

ACN 629 915 448

Friday, 19 May 2023
Ballroom 3, Pullman Melbourne on the Park
192 Wellington Pde EAST MELBOURNE VIC 3002

ATTENDEES

DIRECTORS

Ben Houston (President & Chair)	Leeanne Grantham (Vice President)
Darryl Clout	Marlene Elliott
Jayne Ferguson	Grant Harrison
David Mandel	Steve Moneghetti AM

JOINT COMPANY SECRETARIES

Craig Phillips AM (CGA CEO)	Dianne O'Neill (CGA GM Corporate)
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PROGRAM SPORT MEMBERS (VOTING DELEGATES)

Athletics Australia	Samantha Culbert	Megan Dwyer
AusCycling	Kate Palmer AM	Marne Fechner OAM
Australian Weightlifting Federation	Sam Coffa AM JP	Ian Moir
Badminton Australia	Tjitte Weistra	-
Basketball Australia	Paul Maley	-
Bowls Australia	Matthew Kennedy	Leah Lazzaro
Boxing Australia	Nick Tsioulos	Dinah Glykidis
Cricket Australia	John Harnden AM	Brett Wood
Diving Australia	Liz Jack OLY	-
Golf Australia	James Sutherland	-
Gymnastics Australia	Sam Offord	Greg Hill
Netball Australia	Glenn Turnor	-
Paralympics Australia	Jock O'Callaghan	-
Rowing Australia	Ian Robson	Malcolm Batten OAM
Rugby Australia	Ben Whitaker	-
Shooting Australia	Bob Maddocks	Adam Sachs
Squash Australia	Matt Schmidt	Robert Donaghue
Swimming Australia	Michelle Gallen	Steve Newman
Table Tennis Australia	Scott Houston	Anthony Moore
Triathlon Australia	Michelle Cooper	Tim Harradine
Volleyball Australia	Craig Carracher AM	Andrew Dee

ASSOCIATE MEMBERS (NON-VOTING DELEGATES)

Archery Australia	Rick Hastie
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STATE DIVISION MEMBERS

	VOTING	NON-VOTING
New South Wales	Peter Tate	Michael O'Mara
South Australia	Joe Stevens OAM	Barry Stanton OAM
Western Australia	Sam Castiglione	Rachel Burrows

ATTENDEES (CONT'D)

LIFE MEMBERS

Perry Crosswhite AM	Dr Grace Bryant OAM
Don Stockins OAM	Sue Taylor AM

LIFE MEMBER NOMINEES

Valerie Beddoe AM	Peter Duras
Dr Peter Harcourt OAM	Petria Thomas OAM

AUDITORS (PricewaterhouseCoopers)

PwC, Partner	Andrew Cronin
PwC, Auditor	Phil Kossmann

CGA STAFF

GM Team Performance & Delivery	Robin O'Neill
GM Marketing, Communications & Community	Cody Lynch
Government Relations Manager	John Lamont
Stakeholder Relations Manager	Kylie Peake
Alumni & Community Engagement Manager	Ali Cole
Team Planning & Delivery Manager	Leigh Sherman
Communications & Digital Manager	Zoe Lorenzin
Finance Manager	Liz Taylor
Executive & Office Manager	Maria Cabeliza
Support Services	Tyler Parker

CGA SUB-COMMITTEE MEMBERS

Finance & Audit Committee	Sally Freeman
Nominations & Remuneration Committee	Ros Holding
Reconciliation Action Plan Advisory Group	Craig Williams

OBSERVERS & SPECIAL GUESTS

Anisimoff - Principal, Managing Director	Clint Phillipou
Guest of Dr Peter Harcourt OAM	Kath Harcourt
Guest of Peter Duras	Sue Duras
Guest of Petria Thomas OAM	Zara Jones
Guest of Valerie Beddoe AM	Ashley Wilson
Morgan Stanley - Senior Group Advisor	Nick Batrouney
Morgan Stanley - Associate Advisor	Andrew Durakovic
Senior Aboriginal Elder of the Wurundjeri People	Aunty Joy Murphy AO
Thompson Geer Lawyers - Special Counsel	Lisa Marcus
Trinbago 2023 Australian Youth Commonwealth Games Team - Deputy Team General Manager	Greg Hire

1. Call to Order and Welcome to Country

The CEO called the meeting to order at 10:00am, welcoming all guests in attendance. He invited Wurundjeri Elder, Aunty Joy Murphy AO to come forward and present the Welcome to Country.

Aunty Joy thanked the CEO and Commonwealth Games Australia (CGA) for having her present the Welcome to Country.

She acknowledged CGA's support of the "Yes" campaign regarding the upcoming Voice to Parliament referendum, noting this being a fundamental part of the Australian and Indigenous community. She thanked CGA for their contribution to this reconciliation journey.

Aunty Joy presented a branch which was collected by her son and is a gift to all guests in attendance. She noted the branch represents our access to country and asked the guests present to accept this gift. The leaves represent the tops of the trees to the roots of the earth, our connection to country and respect for ancestors since time began.

Aunty Joy paid her respects to elders past, present and emerging and expressed best wishes for the meeting.

The CEO thanked Aunty Joy and introduced CGA President, Ben Houston.

2. Welcome by President

The President thanked Aunty Joy and welcomed all to the meeting, which marks less than three years until the next Commonwealth Games in Victoria in March 2026.

He welcomed all attendees to the meeting. The President declared that all requirements of the Corporations Act had been met regarding the meeting and a quorum had been reached, with the meeting thereby being a valid and binding meeting of Commonwealth Games Australia Limited.

The President welcomed Life Members in attendance, being Dr Grace Bryant OAM, Perry Crosswhite AM, Sam Coffa AM JP, Steve Moneghetti AM, Don Stockins OAM and Sue Taylor AM.

In addition, he acknowledged special guests:

Jock O'Callaghan	President, Paralympics Australia
Petria Thomas OAM	Chef de Mission, Victoria 2026 and Birmingham 2022 Commonwealth Games Team
Greg Hire	Deputy General Manager, Trnbago 2023 Australian Commonwealth Youth Games Team
Sally Freeman	CGA Finance & Audit Committee member
Ros Holding	CGA Nominations & Remuneration Committee members
Andrew Cronin & Phil Kossmann	Representatives from CGA's auditors PwC
Lisa Marcus	Thomson Geer lawyers

The President welcomed all Program Sport delegates, Associate members, State Division representatives, CGA Directors and Staff, as well as the newest members being Rowing Australia and Golf Australia, who joined the Commonwealth Games family since the last AGM due to their inclusion on the program for the Victoria 2026 Commonwealth Games.

Further to this, the President noted that Shooting Australia had moved to Program Sport membership due to their inclusion on the Victoria 2026 program, while Judo Australia and Wrestling Australia are now Associate members as they are not on the program for the next Games. With this, CGA now has 22 Program Sport members, three Associate members and five State Division members.

Apologies

The President advised that apologies for the meeting had been received from the following people as listed on the screen:

PROGRAM SPORT MEMBERS (VOTING DELEGATES)

Athletics Australia - President	Jan Swinhoe
Athletics Australia - CEO	Peter Bromley
AusCycling - Chair	Craig Bingham
Badminton Australia - President	Andrew Greenway
Basketball Australia - Chair	John Carey
Basketball Australia - CEO	Matt Scriven
Bowls Australia - President	Matt Burgess
Boxing Australia - President	Phillip Goodes
Cricket Australia - Chair	Mike Baird AO
Cricket Australia - CEO	Nick Hockley
Diving Australia - CEO	Alex Newton
Golf Australia - Chair	Andrew Newbold
Gymnastics Australia - CEO	Alex Ash
Hockey Australia - President	Ross Sudano
Hockey Australia - CEO	David Pryles
Netball Australia - Chair	Wendy Archer
Netball Australia - CEO	Kelly Ryan
Paralympics Australia - CEO	Catherine Clark
Rowing Australia - Chair	Rob Scott
Rugby Australia - Chair	Hamish McLennan
Rugby Australia - CEO	Andy Marinos
Shooting Australia - President	Andrew Sims
Table Tennis Australia - President	Graham Symons

ASSOCIATE MEMBERS (NON-VOTING DELEGATES)

Archery Australia - President	Melissa Mongan
Judo Australia - Chair	Simon Read
Judo Australia - CEO	Beck Hamilton
Wrestling Australia - President/CEO	Andrew Kanatli

STATE DIVISION MEMBERS

TAS State Division President	Brendan Hanigan
TAS State Division Secretary	Mandy McIntyre
VIC State Division President	Chris Flynn
VIC State Division Secretary	Ian Williams
WA State Division Secretary	Olivia Birkett

LIFE MEMBERS

Peter Anderson OAM	Cedric Baxter OAM
Rhonda Cator	Ray Godkin OAM
Marjorie Jackson-Nelson AC CVO MBE	Bill Walker

In Memoriam

The President noted with sadness the Commonwealth Games family members who had passed away in the last year. A video tribute was presented that included:

Commonwealth Games Athletes and Representatives:

Professor John Bloomfield AO CITWA	Driving force behind the foundation of the AIS and founding Deputy Chair and ASC Co-Chair 1987-1989
Kevin Cunningham	Perth 1962, Kingston 1966 and Edinburgh 1970 Athletics and Wheelchair Basketball Triple Gold, Triple Silver and Dual Bronze medallist
Robert Dauer	Christchurch 1974 Boxing
Terry Davies	Perth 1962 Rowing Gold medallist
Gary Eddy	Kingston 1966 and Edinburgh 1970 Athletics Bronze medallist
Wolfgang Jobst	Edinburgh 1986 and Auckland 1990 Shooting Silver medallist
Robert "Bob" King	Christchurch 1974 Lawn Bowls Silver medallist
Robert "Bob" Lay AM	Perth 1962 Athletics
Alfred Mitchell	Perth 1962 Athletics Gold medallist
John O'Sullivan	Vancouver 1954 Cycling
Mike Papps	Kingston 1966 Shooting Silver medallist
Sean Quilty	Canada 1994 and Kuala Lumpur 1998 Athletics Silver medallist
Maurie Rich	Cardiff 1958 Athletics
Brian Semple	Auckland 1990 and Victoria 1994 Badminton (Section Manager)
Grant Stoelwinder	Delhi 2010 and Melbourne 2006 Swimming (Coach)
Margaret Sumner OAM	Canada 1994 and Kuala Lumpur 1998 Lawn Bowls fours Silver medallist
Angelo Tabone	Brisbane 1982 and Melbourne 2006 Table Tennis (Umpire and Referee) and Life Member, Table Tennis Australia
Ron Tuckerman	Victoria 1994 Lawn Bowls (Coach)
Gary Winram	Cardiff 1958 Swimming Silver and Bronze medallist
Allan Wood	Perth 1962 Swimming Gold, Silver and Bronze medallist

Australian Sport Acknowledgments:

Robert Bates	Life Member and Former Director, AusCycling
Alan Crompton OAM	Former Chair, Cricket Australia
Iris Dixon (nee Bent)	Hall of Fame Member, AusCycling
Johnny Famechon	Member, World Boxing Hall of Fame Legend, Australian National Boxing Hall of Fame
Brian Glencross OAM	Coach, Australian Women's Hockey Team Life Member, Hockey Australia
Anne Green	Former Chair, IPC Swimming (World Para Swimming)
Norma Johnston (nee Whiteman)	Australia's oldest living test cricketer
Walter Lebedew OAM	Convened the first Australian Volleyball Federation meeting Former President, Vice President and Executive Member, and Life Member, Volleyball Australia
Margaret Pugh OAM	Life Member, Swimming Australia
Bill Richards	Former President, Diving Australia 1986-992 Volunteer, Gold Coast 2018 Commonwealth Games
Des Skinner	Former President, Bowls Australia 2012-2015
Nigel Smith	Former President, Bowls Australia 2015-2017
Arthur Sturgess	Coach, Australian Men's Hockey Olympic Team (55 games)
Betty Watson OAM	Legend Status, Basketball Hall of Fame (1 of only 6) Established Australian Junior Championships

3. Minutes of 2022 Annual General Meeting

The President tabled the Minutes from the previous Annual General Meeting held 27 May 2022, which were circulated to all Members via email with the Notice of Meeting as attachment 1 on 27 April 2023.

The President sought any comments or amendments from the members regarding the Minutes and there were none forthcoming.

It was resolved that the Minutes from the 2022 Annual General Meeting of Commonwealth Games Australia Limited as circulated, be adopted as a true and correct record of the meeting.

MOVED: Joe Stevens OAM SA State Division - President
SECONDED: Ian Robson Rowing Australia - CEO

The President approved for his electronic signature to be affixed to the Minutes.

4. Presentation – Victoria 2026 Commonwealth Games

The President introduced Chef de Mission of the Victoria 2026 Australian Commonwealth Games Team, Ms Petria Thomas OAM, to provide an update on Victoria 2026 Team preparations.

Ms Thomas spoke to the recent regional five-day tour which saw a CGA contingent visit the Victoria 2026 Games sites, meet with local Mayors, business representatives, council and First Nations people. Team members from Wales and Scotland delegations were also visiting Games sites which was a great opportunity to connect with our counterparts and discuss their preparations.

Ms Thomas noted that there is constant communication with the Victoria 2026 Organising Committee regarding the progress of Games villages and facilities, and budget requirements from the State and Federal level.

Ms Thomas spoke to the development of the delivery model for the Games, noting the challenges with accreditation and accommodation and the imperative to provide the best possible environment for our team members irrespective of location.

She advised that a further update will be provided at the Members' Forum in November, and this once again will be an opportunity to hear back from Members as well as collaborate closely to provide an optimised Games experience.

There were no questions forthcoming at the conclusion of the report.

Ms Thomas introduced the CEO to discuss the Green2Gold2Great initiative.

The CEO thanked Ms Thomas for her update and acknowledged her leadership of the Birmingham 2022 Australian Commonwealth Games Team being testament of her merit to lead the Victoria 2026 Australian Commonwealth Games Team.

The CEO presented an overview of the "Green2Gold2Great" Investment program of \$13 million. He highlighted that this allocation brings the amount to \$69 million that CGA has

invested in athletes and their sports since 1996. He noted that this does not include the costs incurred for Australian Teams travelling to and participating in the Commonwealth Games.

The CEO explained the breakdown between Foundation and Performance components of the investment program, with team preparation initiatives deemed most likely to contribute to delivering team success to be the priority for funding.

He confirmed that \$10.7 million will be made available to Program Sports and \$2 million will be set aside for direct athlete support. He advised that \$300,000 will be retained by CGA for a recognition program for activation across the investment period focussing on a home Games in Victoria and connecting with communities.

The CEO outlined the two funding periods for the investment program and directed members to further information via the introductory card on each table with a QR code. He noted that the General Manager Team Performance & Delivery will be meeting with Program sports soon to talk through the program further.

There being no forthcoming questions of the CEO, the CEO welcomed the President back to the lectern to present the President's Address.

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 resolved that the President's report be received and adopted.

MOVED: Michelle Cooper Triathlon Australia - President
SECONDED: Marne Fechner OAM AusCycling - CEO

6. Annual Report and Financial Statements

The President advised that a digital copy of CGA's latest Annual Report was emailed out with the Notice of Meeting on 27 April 2023 as attachment 2, and hard copies were provided on each table.

The President introduced CGA CEO Mr Craig Phillips AM, to present the Annual Report, including CGA's Financial Statements for the year ending 31 December 2022.

The CEO asked that the Annual Report, Financial Statements and Independent Auditor's Report thereon for year ended 31 December 2022 be taken as read as they have already been distributed to Members in accordance with the constitution. The CEO then presented his report which is annexed to the Minutes as Attachment B.

Financial Statements

When concluding his report, the CEO advised Members that independent auditor PwC reported that, in their opinion on page 80 of the Annual Report:

"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 31 December 2022 and of its financial performance for the year then ended

(b) complying with Australian Accounting Standards to the extent described in Note 1 and the Corporations Regulations 2001.

Notes to the Financial Statements can be found on pages 71 through 78 of the Annual Report.

The CEO commended the Annual Report to the Members, including the Financial Statements and independent auditor's report thereon, and proposed them for adoption.

The President thanked the CEO and asked if there were any questions regarding the Annual Report and Financial Statements for the CEO. There were no questions forthcoming.

It was resolved that the Annual Report and 2022 Financial Statements be received and adopted.

MOVED:	Scott Houston	Table Tennis Australia - CEO
SECONDED:	Michelle Cooper	Triathlon Australia - President

The President moved to item 7 on the agenda, being elections for the role of President and two elected Directors. He invited CGA Vice President, Mrs Leeanne Grantham to Chair this section of the meeting given it pertained to the role of CGA President.

Mrs Grantham assumed the Chair for item 7. A. of the meeting.

7. Elections

A. President

The Chair advised that as per Part 9.7 (a) of the CGA constitution, the President's current term is due to expire at the conclusion of the AGM. She advised that in accordance with Part 9.5 of the constitution, on 17 March 2023, CGA's Company Secretaries called for nominations from members for the position of President, for a term of 4 years and at the closing date for nominations, one eligible nomination was received for the position of President, being from Mr Ben Houston, supported by Triathlon Australia.

She advised that a summary of Mr Houston's nomination, including his CV and other required documents plus a link to his pre-recorded video presentation, was circulated to members via email on 27 April 2023 along with the Notice of Meeting as attachment 3 (a).

The Chair confirmed that as the number of eligible candidates nominated for election to the position of President was equal to the number of vacancies, Part 7.14 (c) of CGA's constitution states that the nominee may be elected to the position by resolution, without any ballot required. As outlined in the Notice of Meeting sent out on 27 April, an ordinary resolution is therefore to be put to the meeting to confirm Ben Houston to the position of President.

She confirmed that as per Part 7.11 (a) of the constitution, the resolution will be put to the vote of the meeting by a show of hands, with a simple majority required for the resolution to be passed.

The Chair outlined the voting process with those eligible to vote as per Part 4.4 of the Constitution being two from each program sport and one from each State Division.

There were no questions regarding the voting process.

Representatives from PwC were present to act as scrutineers, being Mr Andrew Cronin and Mr Phil Kossmann. The Chair then asked for a show of hands from only from those entitled to vote, for all those in favour of the resolution:

“The members resolve that Ben Houston be and is elected as President of Commonwealth Games Australia Limited”.

The scrutineers conducted a count of the voting delegates, and the Chair declared the resolution passed. She congratulated Mr Houston on his re-election as President of Commonwealth Games Australia for another four-year term. She then handed back to Mr Houston to resume the Chair for the remainder of the meeting.

Mr Houston thanked Mrs Grantham, and thanked the members for their continued support and was honoured to take on this role for another four years leading into the Victoria 2026 Games.

Mr Houston assumed the Chair and went onto agenda item 7. B, being election of two Directors.

B. Elected Directors – 2 positions

The President advised that two directors have terms expiring at the conclusion of the meeting, being Leeanne Grantham and Steve Moneghetti AM.

He confirmed that as per the role of President, nominations were called for by the Company Secretaries as per Part 9.5 of the CGA constitution and only two eligible nominations were received, being from the incumbents, Leeanne Grantham and Stephen Moneghetti AM. Their nomination information, CVs and a pre-recorded video presentation were circulated as attachment 3 (b) with the Notice of the Meeting on 27 April and are also available on CGA’s website.

The President stated that as the number of eligible candidates is equal to the number of vacancies, as per Part 7.14 (c) of the constitution, a ballot is not required and ordinary resolutions are therefore proposed to confirm each of the candidates, one by one.

He advised that as per Part 7.11 (a) of the constitution, each resolution is to be put to the vote of the meeting by a show of hands, with a simple majority required for the resolution to be passed. He confirmed those eligible to vote as per Part 4.4 of the Constitution are two from each Program Sport and one from each State Division.

The President asked for a show of hands, only from those entitled to vote, for all those in favour of the resolution:

“The members resolve that Leeanne Grantham be and is elected as an Elected Director of Commonwealth Games Australia Limited”.

The scrutineers conducted a count of the voting delegates, and the President declared the resolution passed. He congratulated Mrs Grantham on her re-election as a Director of Commonwealth Games Australia for another four-year term. He then moved to the second

resolution and asked for a show of hands, only from those entitled to vote, for all those in favour of the resolution:

“The members resolve that Mr Stephen Moneghetti AM be and is elected as an Elected Director of Commonwealth Games Australia Limited.”

The scrutineers conducted a count of the voting delegates, and the President declared the resolution passed. He congratulated Mr Moneghetti AM on his re-election as a Director of Commonwealth Games Australia for another four-year term.

The President welcomed both Mrs Grantham and Mr Moneghetti AM back to the Board and thanked them for their valuable contributions over the past four years and is looking forward to continuing to work with them over the next quad.

8. Life Membership

The President introduced the final item on the agenda, being the presentation of Life Membership. He noted that the CGA Heritage & Awards Committee recommended four very worthy individuals who had “rendered exceptional service” to CGA as per the criteria in Part 4.2 (d) i of the constitution. He noted that these recommendations were endorsed by the Board at its March meeting.

He advised that according to Part 4.2 (d) ii of the constitution, a special resolution is required to approve Life Membership of Commonwealth Games Australia. The resolution must be passed by at least 75% of the votes cast by Members eligible to vote at the meeting. He confirmed that a special resolution will be put to the meeting for each individual proposed for Life Membership.

The President introduced the first nominee, Valerie Beddoe AM. He read her citation (as per Attachment C) and on behalf of the CGA Board, commended her nomination for Life Membership of CGA. The President sought the Members’ approval by special resolution by a show of hands from all those in favour:

“The Members resolve, as a special resolution, that Valerie Beddoe AM be conferred with Life Membership of Commonwealth Games Australia Limited under Part 4.2 (d) of the constitution.”

The scrutineers conducted a count of the voting delegates and the President declared that the special resolution had been passed unanimously to confer Life Membership of CGA on Valerie Beddoe AM. The meeting responded with acclamation. The President congratulated Ms Beddoe on the honour and invited her to the stage to accept her award.

Ms Beddoe spoke to her contribution to sport particularly the Commonwealth Games, as an athlete, administrator and spectator, noting the lifelong connections she developed and camaraderie with the Commonwealth Games. Ms Beddoe thanked CGA Directors and the broader Commonwealth Games family for their nomination, and the honour in accepting the Life Membership.

The President thanked Ms Beddoe and introduced the second candidate for Life Membership, Peter Duras.

He read Mr Duras’ citation (as per Attachment C) and on behalf of the CGA Board, commended his nomination for Life Membership of CGA. The President sought the Members’ approval by special resolution by a show of hands from all those in favour:

"The Members resolve, as a special resolution, that Peter Duras be conferred with Life Membership of Commonwealth Games Australia Limited under Part 4.2 (d) of the constitution."

The scrutineers conducted a count of the voting delegates and the President declared that the special resolution had been passed unanimously to confer Life Membership of CGA on Peter Duras. The meeting responded with acclamation and the President congratulated Mr Duras, inviting him to the stage to accept his award.

Mr Duras thanked the President and CGA for this honour. He held the award in high esteem. It recognises the contribution made to the Commonwealth Games Movement and the broader sporting community.

The President thanked Mr Duras and then introduced the third candidate for Life Membership, being Dr Peter Harcourt OAM.

He read Dr Harcourt's citation (as per Attachment C) and on behalf of the CGA Board, commended his nomination for Life Membership of CGA. The President then sought the Members' approval by special resolution by a show of hands from all those in favour:

"The Members resolve, as a special resolution, that Dr Peter Harcourt OAM be conferred with Life Membership of Commonwealth Games Australia Limited under Part 4.2 (d) of the constitution."

The scrutineers conducted a count of the voting delegates and the President declared that the special resolution to confer Life Membership of CGA on Dr Peter Harcourt OAM had been passed unanimously. The meeting responded with acclamation and the President congratulated Dr Harcourt, inviting him to the stage to accept his award.

Dr Harcourt thanked all involved in the process for this nomination. He spoke to his engagement with Commonwealth Games Australia through various roles but those memories which resonated closely were from the Gold Coast 2018 and Melbourne 2006 Games.

The President thanked Dr Harcourt and introduced the final candidate for Life Membership, being Petria Thomas OAM.

He read Ms Thomas' citation (as per Attachment C) and on behalf of the CGA Board, commended her nomination for Life Membership of CGA. The President then sought the Members' approval by special resolution by a show of hands from all those in favour:

"The Members resolve, as a special resolution, that Petria Thomas OAM be conferred with Life Membership of Commonwealth Games Australia Limited under Part 4.2 (d) of the constitution."

The scrutineers conducted a count of the voting delegates and the President declared that the special resolution had been passed unanimously to confer Life Membership of CGA on Petria Thomas OAM. The meeting responded with acclamation and the President congratulated Ms Thomas and invited her to the stage to accept her award.

Ms Thomas spoke to her role as an athlete and now leader in the Commonwealth Games family. She recalled memorable moments with fellow athletes and administrators. Ms Thomas spoke to the Victoria 2026 Games and her upcoming role and reappointment as

Chef de Mission, of which she is truly honoured to accept and be given the opportunity to lead the team again. She is extremely grateful to be awarded Life Membership to CGA.

The President thanked Ms Thomas.

There being no further items of business on the agenda, the President thanked everyone for their attendance and for their support of CGA over the past 12 months. He then declared the meeting closed at 11:19am.

Ben Houston
PRESIDENT

Date

ATTACHMENT A – PRESIDENT’S ADDRESS

It is my pleasure to present my report to you as President of Commonwealth Games Australia.

Thank you for those of you who attended the CGA Forum yesterday and the Presidents dinner last night – you will have heard how CGA remains focused on delivering on our strategic priorities and my further remarks about our successes can be found in the 2022 Annual Report.

It would be remiss of me to not mention the overwhelmingly success of 2022 Birmingham Commonwealth Games – the result is a testament to our member sports and the preparation of your athletesand the platform created by Petria and the team – so that the athletes could have their best day!

Thank you and congratulations.

I wish your athletes continued success as they begin the process to qualify for Paris 2024 Olympic and Paralympic Games.

Closer to home, we are focused on the Victoria 2026 Commonwealth Games.

You’ve just heard from Petria about our initial delivery preparations and from Craig about the Green2Gold2Great scheme.

We are proud that CGA will again inject a further \$13 million into program sports to assist in your preparation for Victoria 2026 – enhancing your athlete’s ability to achieve medal-winning results here at home.

As Craig said, we encourage you to work with CGA in the coming months and we look forward to seeing applications from many of you soon.

Of course, one critical gap in our goal for Australia to remain #1 at the Commonwealth Games is confirmation of further participation, pathway, and performance investment by the Federal Government into our sports and athletes ... and the next generation of athletes.

Ahead of the budget, Bowls Australia, Netball Australia, and Squash Australia had their funding guaranteed, and we thank the Minister for Sport, Australian Sports Commission and Australian Institute of Sport for delivering this great outcome, but we have 17 other member sports whose funding remains uncertain after 31 December 2024.

So, we were all disappointed that Commonwealth, Olympic and Paralympic sports were ignored in the Federal Budget earlier this month.

While we all do not begrudge the decisions made in the Federal Budget, given broader bottom-line and cost-of-living challenges, we must continue to remind those in Canberra that Commonwealth, Olympic and Paralympic sports represent all Australians, and their stories and success captures the heart of our nation.

Of course, Sport is not immune from inflationary pressures and impacts. In this high inflationary environment, the costs for our sports of running their businesses, and qualifying athletes, have become significantly more expensive.

We are aware that the lack of funding certainty makes the day-to-day operations of our member sports challenging, and this impacts your athletes and their performances.

The co-designed 2032+ high performance strategy provides a comprehensive starting position for a new conversation around sport funding and an obvious opportunity to support the delivery of change by engaging with the 2032+ high performance and participation strategy work being undertaken by Kieran Perkins and his team at the Australian Sports Commission and Australian Institute of Sport.

We remain committed to working collaboratively across the Australian sports sector to advocate for more funding to provide athletes and program sports with the funding certainty that you need to continue to win at home and inspire our nation.

CGA's Federal Pre-Budget submission called for confirmation of preparation funding for all Victoria 2026 sports, and a \$10 million investment uplift per annum, now until the end of 2026.

We will continue to advocate strongly for these outcomes, as well as the Games Times Services needed to ensure the successful hosting of the Commonwealth Games.

However, we need to create a meaningful dialogue with the Federal Government as we approach the Mid-Year Economic and Fiscal Outlook with the aim of having this funding challenge resolved for our sports and for your athletes.

We also have the chance highlight the need for more sports funding through the Senate Committee's upcoming *Inquiry into Australia's Preparedness to host the 2026 Commonwealth Games and 2032 Olympic and Paralympic Games* to speak directly to the Parliament about what our sports needs to deliver the virtuous circle and ensure enduring legacy outcomes for in participation, pathways and performance.

We cannot lose the 'once in a generation' opportunity to leverage this green and gold decade to achieve the funding that we need to drive increased sports participation and high-performance outcomes - together with a fundamentally recalibrated investment model delivering funding certainty and the ability for sport to operate strategically.

So, there is a lot for us to do!

On behalf of the CGA Board, I would like to thank our colleagues at the Australian Olympic Committee and Paralympics Australia, our system partners, the Australian Sports Commission and the National Institute Network and Commonwealth Games Federation for your work this year.

I also want to thank the CGA Board, CEO Craig Phillips and the staff at CGA for their continued dedication to the organisation, our members and athletes.

And finally, I want to acknowledge and express my thanks to the Presidents, Boards and CEO's and their staff at our member sports - who continue to put sport and your athletes at the centre of everything that you do - thank you.

BEN HOUSTON
President

19 May 2023

ATTACHMENT B – CEO’S REPORT

Well, what a year! A Games year like no other but so much more for CGA.

One that will be remembered as one of the most successful and significant in our history. In recent years, my report has highlighted CGA’s achievements through the lens of the five priority areas contained in our Strategic Plan 2019–2026 – ‘First Among Equals’.

- Delivering Team Success;
- Connecting with Communities;
- Presenting a Powerful Brand;
- Leading the Way; and

Traditionally, I would start my report with a focus on ‘Delivering Team Success’. And while that seems the logical place to start in a Games year, I will focus on the amazing achievements of our Birmingham 2022 Team led by Chef de Mission Petria Thomas and her dedicated Team Executive towards the end of my report.

Australia has a well-earned reputation of being a great major event host. No more is that true than when it comes to hosting the Commonwealth Games.

Five Games have been hosted in Australia, from as far back as Sydney in 1938 to most recently on the Gold Coast in 2018. In late 2021, CGA joined forces with the Victorian Government to enter into exclusive dialogue with the Commonwealth Games Federation on a possible candidature for the 2026 Commonwealth Games.

Dialogue transformed to a formal candidature and, ultimately, an award of the hosting rights to CGA and the Victorian Government by the CGF on 12 April 2022.

In a first for the Commonwealth Games, Victoria 2026 will be delivered across five communities in regional Victoria bringing with it boosts to local economies, the construction of much needed social and affordable housing, upgraded and new sports infrastructure and job creation.

Importantly, Victoria 2026 will become a key milestone event in the green and gold decade leading to the Brisbane 2032 Olympic and Paralympic Games. CGA is confident that in just three years’ time, Australia will once again be recognised for ‘Hosting Great Games’.

During the recent visit by the CGF’s Coordination Commission, the Chair Kereyn Smith reminded us that the Games are a gift to all of us.

A gift to be cherished.

A gift to be respected.

Neither CGA or the Victorian Government own the Games. We are simply the custodians for a brief period in time. As custodians, we have an obligation to pass on to the next host Games which are athlete focussed, popular and exciting.

Since Gold Coast 2018, CGA has committed itself to ‘Leading the Way’.

We recognise the obligation we have to our Member Sports to be an exemplar of strong corporate governance and to be an advocate for them and their athletes with Government. This is typified by our active involvement in the development and delivery of Australia’s High Performance 2032+ Strategy alongside other system partners.

The securing of the 2026 Games hosting rights will provide CGA with a significant boost to its future long term financial sustainability. In the short term it will allow CGA to continue to invest in the programs of its Member Sports and provide direct support to aspiring Commonwealth Games athletes.

Earlier in the meeting, I outlined how CGA will deliver \$13 million under the GREEN2GOLD2GREAT program for Victoria 2026 preparation.

During 2022, CGA embraced its leadership role in the Pacific by brokering the support of the Department of Foreign Affairs and Trade's Pacific AUS Sports program for the CGF's GAPS initiative. GAPS, conducted with the support of Griffith University, provided opportunities for Pacific athletes to prepare, qualify and, in the case of para-athletes, be classified for Birmingham 2022.

If there is ever a time for 'Presenting a Powerful Brand' it is during a Games year when the eyes of the nation turn to the fantastic exploits of our Commonwealth Games athletes.

Our Birmingham 2022 Team members did not disappoint. Beyond their success on the field of play, they represented us all as wonderful ambassadors.

For the first time, CGA developed brand campaigns for the Team. During the lead up we called on our athletes to 'Be Bold. Be Brave. Be Brilliant' while at Games times they were unquestionably 'Bold in Gold'.

CGA's 'Bold in Gold' campaign was amplified across Australia through successful media partnerships with Network Seven and News Corporation.

CGA's own social media channels highlighted the stories of our athletes. With followers, posts, impressions, page views and reach across multiple platforms all attaining record new levels for CGA.

Post-Games research commissioned by the Australian Sports Commission confirms that an estimated 18 million Australians (more than 70 per cent of the population) watched, listened to or read media coverage about the 2022 Commonwealth Games. Critically, 67% of these people reported that they saw something that made them proud or want to participate in sport.

The 12-days of competition also topped the YouGov Global Sports Rankings, generating the most buzz of any sporting event in Australia during 2022 eclipsing the FIFA World Cup, the Australian Open, the NRL State of Origin and the AFL Grand Final. Given the time zone difference between Birmingham and Australia, this is a remarkable achievement.

These impressive numbers once again reinforce that our Commonwealth Games Team remains loved and respected by and inspirational to Australians.

The strength of our brand also led to record levels of sponsorship revenue. We are indebted to the team at SPORTFIVE for delivering CGA's most successful sponsorship program for an overseas Games cycle. Connection to others became no more precious than it did during the COVID-19 pandemic.

The inability to travel, to attend places of work or sporting events and to enjoy time spent with family and friends highlighted how important human connection is. The impact of the pandemic reinforced why 'Connecting with Communities' is a key strategic priority for CGA.

With the uncertainty caused by COVID-19 remaining, our community facing activities focussed on one very important group – schoolchildren.

The successful centrepiece program during 2022 was Borobi's Classroom. Led by the Australian Team's popular mascot, Borobi's Classroom was an online education resource curated for teachers to use in their own classrooms.

The suite of educational material designed to fit within the National Curriculum covered 500 pages of activities. It delivered record breaking engagement for CGA having been downloaded for use by more than 2500 educators across 1500 schools nationally. Borobi's Mail and the Birmingham Breakfast were two complementary programs which provided schoolchildren with the opportunity to engage directly with members of the Australian Team.

May 2022 saw the launch of CGA's Reconciliation Action Plan. The Reflect level RAP provides a platform for CGA to engage with and show respect for First Nations people. Yesterday marked a very proud moment for CGA with the public declaration of our support for the Indigenous Voice to Parliament.

Each of our strategic priorities is vitally important to CGA's ongoing success. However, 'Delivering Team Success' remains at the core of our business. There is an expectation that our Team will be number one in the Commonwealth.

The success of Australian athletes at the Commonwealth Games over many years has given us that mantle. It is both a hard-earned responsibility and a badge of honour for this organisation. If Australia's position as the number one Commonwealth nation was going to be tested, it was always going to be at a Games on English soil. The West Midlands city of Birmingham provided just such a proving ground.

Chef de Mission Petria Thomas and her Team Executive of Anna Meares, Katrina Webb, Sharelle McMahon and Tim Mahon led the Team with distinction in a time of great adversity.

COVID-19 had disrupted the plans of the Birmingham 2022 organisers to extent that one new built Games Village was replaced with five separate locations using student housing and hotel accommodation. This significant change required the Australian Team leadership to alter its operating plans, staffing structures and important team building activities.

With COVID-19 still present, risk mitigation strategies were implemented to keep Team members healthy and safe. Importantly, no Australian athlete missed competition due to COVID-19 – an extraordinary achievement.

Leading into the Games, performance targets were set for the Team: number one on the gold and overall medal tallies, the most medallists of any nation at the Games, more sports winning medals than any other team. All were successfully achieved.

Australia beat its traditional rival and host nation England on the overall medal tally by two medals – 178 to 176, and on the gold medal tally by 67 to 57.

With 429 athletes, our Team was the largest to ever represent Australia at an overseas Commonwealth Games and the second largest in our history behind only Gold Coast 2018. It included 74 para sport athletes and 10 with First Nations heritage – both new records for a Commonwealth Games Team. Our youngest athlete was just 14 and the oldest was 63.

Matching the extraordinary performances of our athletes, were our dedicated team officials who went the extra distance in support. For me, this was best typified by our advance party who, in true Aussie spirit and during the hottest days on record in England, all pitched in to get the Village accommodation ready for the arrival of our athletes supplementing the Organising Committee's depleted and overstretched workforce.

CGA could not have had such a successful 2022 without the contribution of many, many people and organisations.

CGA is more than its Board, Committees and Advisory Groups. It is more than its staff, interns, contractors and consultants. These people have the privilege of being in the 'engine room' of the Commonwealth Sports Movement in Australia, however, we are deeply indebted to our member Sports, State Divisions and partners from across the Australian high-performance system.

We value the effective collaborative relationships we have with the Australian Sports Commission/Australian Institute of Sport, National Institute Network, Australian Olympic Committee, Paralympics Australia and Sport Integrity Australia. The support of our sponsors is vital to our success. They help to make our Team look sharp and ready for action, they provide opportunities for the community to connect, and they bring our amazing athletes into the homes of all Australians.

But most important of all, we thank the athletes, coaches, managers, sports medicine practitioners, technicians, operational and administrative staff, and media relations personnel for making us so very proud in July/August last year. They were without question Bold in Gold in Birmingham.

Thank you.

CRAIG PHILLIPS AM
Chief Executive Officer

19 May 2023

ATTACHMENT C – LIFE MEMBER CITATIONS

VALERIE BEDDOE AM

Ms Beddoe competed at three Commonwealth Games, winning a gold medal in the ten-metre platform at the 1982 Commonwealth Games in Brisbane after taking silver in the event at the 1978 Games in Edmonton.

In her title defence in 1986, she came second behind Canada's Debbie Fuller in Edinburgh.

Beddoe also represented Australia at the Moscow 1980 and Los Angeles 1984 Summer Olympics.

A Life Member of Diving Australia, Beddoe became a national diving selector and was the Team Manager for Diving at the 1998 Commonwealth Games in Kuala Lumpur and the Sydney 2000 Olympics.

She was appointed a Member of the Order of Australia in 2001.

PETER DURAS

Mr Duras is a retired sports physiotherapist with experience in a variety of elite sports, including eight years with the Western Bulldogs and Essendon Football Clubs.

He has travelled extensively overseas with Australian teams, including four World Athletics Championships and seven Commonwealth Games.

Mr Duras has been an active Rotarian for 47 years. He is a member of the International Society of Olympic Historians, and a keen collector of sports memorabilia and autographs.

He has been a volunteer guide at the National Sports Museum for 10 years, was the inaugural Chair of the Australian Physiotherapists Association and is a life member of Athletics Australia.

DR PETER HARCOURT OAM

Dr Harcourt has worked across the Commonwealth Games in various capacities including when he was a member of the CGF Medical Commission for Gold Coast 2018.

He was also Chief Medical Officer at the Melbourne 2006 Games and Chair of the Commonwealth Games Australia (CGAus) Medical Commission. He has been appointed as the new Commonwealth Games Federation (CGF) Medical Advisor where he will chair the Anti-Doping and Medical Commission and join the Executive Board.

He has been the Chair of Commonwealth Games Australia's Medical Commission, Chair of the WADA TDSSA Expert Group and a member of the Australian Government's Anti-Doping Rule Violation Panel and the Australian Sports Drug Medical Advisory Committee.

He currently chairs both the International Cricket Council (ICC) Medical Advisory Committee and the Federation of International Basketball Associations (FIBA) Medical Commission whilst being a member of the Prohibited List Expert Group of the World Anti-Doping Agency (WADA).

He was previously the Chief Medical Officer of the Australian Football League (AFL) and is currently Chief Medical Officer to Basketball Australia and Anti-Doping Medical Officer to Cricket Australia.

ATTACHMENT C – LIFE MEMBER CITATIONS (CON'T)

PETRIA THOMAS OAM

Ms Thomas won nine Commonwealth Games gold medals in total beginning with two gold medals in the 100-metre butterfly and 4×100-metre freestyle, at the 1994 Commonwealth Games in Canada.

Despite battling shoulder problems, Thomas defended both of those titles at the 1998 Games in Kuala Lumpur.

At the 2002 Commonwealth Games, Thomas won five gold, one silver and one bronze medals. Her victory made her the first female swimmer ever to win the same event – the 100-metre butterfly – at three consecutive Commonwealth Games.

During a representative swimming career that spanned eight years, Thomas also won three Olympic and three World Championship gold medals.

She was Australian swim team captain from 2001-2004, was three times crowned AIS Athlete of the Year (2001, 2002 and 2004), won the 2004 'The Don' Award and was inducted into the Sport Australia Hall of Fame in 2007.

Following retirement from swimming after winning Olympic gold in Athens in 2004, Thomas became Team General Manager at three Commonwealth Youth Games and was on the headquarters staff at four Commonwealth Games.

The Deputy Chef de Mission on the Gold Coast, Ms Thomas was appointed as Australia's first female Chef de Mission for the Birmingham 2022 Commonwealth Games and will again be Chef de Mission for the 2026 Commonwealth Games in Victoria.



COMMONWEALTH GAMES AUSTRALIA

EXPLANATORY MEMORANDUM

AGENDA ITEM 6 - ATTACHMENT 3 - ELECTIONS

The purpose of this explanatory memorandum is to provide the Members of Commonwealth Games Australia Limited (CGA) with information in relation to the elections due to occur at the forthcoming 2024 Annual General Meeting (AGM) of CGA.

Item 6: Elections

Two Elected Directors (Darryl Clout and Grant Harrison) have terms that will expire at the conclusion of the 2024 AGM. They were both elected at the 2019 AGM for a term of four years. An additional six months was added to these terms in accordance with Part 9.3 (b)(ii) when CGA determined to change the financial year of CGA from 30 June year end to a 31 December year end.

Candidates

On 14 March 2024, CGA called for nominations of candidates for the two (2) positions of Elected Director (as defined in the constitution). Nominations closed at 5:00pm AEST on 14 April 2024.

Three (3) eligible nominations for the positions of Elected Director were received, from Darryl Clout, Duncan Free OAM and Grant Harrison, for the two (2) vacant positions. A summary of their nominations, including their CVs and a link to their pre-recorded video presentation, accompany this Explanatory Memorandum as an Annexure.

As per Part 7.14(a) of the constitution of CGA, the number of eligible candidates nominated exceeds the number of vacancies, there shall be an election for the two (2) Elected Director positions by exhaustive ballot in accordance with Part 7.14(b) of the constitution of CGA.

Election Process

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

Each candidate elected at the 2024 AGM will then serve a maximum four-year term (unless re-elected in accordance with CGA's constitution) pursuant to Part 9.3 (b)(iv) 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 44 votes) and one (1) vote for each State Division Member (maximum 5 votes). Member Delegates (i.e., proxies) must have been nominated to CGA by 10:00am AEST on Wednesday 8 May 2024 in order to receive voting papers at the AGM.

How to vote

Program Sport Members: Each Program Sport Member may appoint two (2) Member Delegates to attend and vote at the AGM on their behalf.

State Division Members: State Division Members may each appoint one (1) Member Delegate to attend and vote at the AGM on their behalf. In addition to the Member Delegate appointed by a State Division Member to vote at the AGM on their behalf, each State Division Member may also invite one (1) other individual to attend the AGM on their behalf and such individual will have no authority to vote at the AGM on their behalf.

Associate Members and Life Members: Associate Members and Life Members may attend the AGM but have no voting rights and consequently, no right to appoint any Member Delegates.

If a Member entitled to attend and vote at the AGM has not yet appointed its Member Delegate(s) (i.e., a proxy), the Member should do so now by contacting CGA's Executive & Office Manager, Maria Cabeliza, on (03) 9453 9300 or maria.cabeliza@commonwealthgames.com.au to obtain, complete and return a Member Delegate (i.e., proxy) appointment form to CGA as soon as possible but no later than 10:00am on Wednesday 8 May 2024. Maria will also facilitate any travel arrangements required.

Please note that:

1. Members that are entitled to attend and vote at the AGM (being both Program Sport Members and State Division Members) are entitled to appoint a Member Delegate (i.e. a proxy).
2. A Member Delegate (i.e. a proxy) need not be a Member.
3. Program Sport Members are entitled to cast two (2) votes and may appoint two (2) Member Delegates each (i.e., proxies).
4. State Division Members are entitled to cast one (1) vote and may appoint one (1) Member Delegate each (i.e., proxies).
5. A Member Delegate must attend the AGM in person to exercise their vote.

For Members to be entitled to attend and vote at the AGM, any outstanding 2024 CGA membership fees must be paid prior to the close of business on Wednesday 8 May 2024.

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 <https://commonwealthgames.com.au/wp-content/uploads/CGA-Ltd-Constitution-Effective-27-May-2022.pdf>



CGA DIRECTOR NOMINATIONS SUMMARY

N.B. Nominees appear in alphabetical order by surname.

NOMINEE: DARRYL CLOUT

[CLICK HERE TO VIEW DARRYL'S VIDEO PRESENTATION](#)

DECLARED CONFLICTS OF INTEREST:

- President, World Bowls

NOMINEE: DUNCAN FREE OAM

[CLICK HERE TO VIEW DUNCAN'S VIDEO PRESENTATION](#)

DECLARED CONFLICTS OF INTEREST:

- NIL

NOMINEE: GRANT HARRISON

[CLICK HERE TO VIEW GRANT'S VIDEO PRESENTATION](#)

DECLARED CONFLICTS OF INTEREST:

- Life Member, Gymnastics Australia
- Member, Table Tennis Australia Nominations Committee

Curriculum Vitae– Darryl Clout

401/1 Mawson Close, Caves Beach, NSW, Australia, 2281; dclout@hotmail.com.au ; 0432125175

Current positions:

- President, World Bowls, since July 2021
- Director, Commonwealth Games Australia, since 2018
- Director, Australian Commonwealth Games Foundation, since 2018
- Director, Hunter Academy of Sport (7 years)
- Director, Blacktown Venue Management Inc. (7 years)

Professional career appointments:

- 25 years service on the Personal Staffs of New South Wales Government Ministers including 2 Ministers for Sport as Chief of Staff, Media Advisor or Policy Advisor
- Journalist, Canterbury Bankstown Torch (largest independent newspaper in Australia) for 2 years
- Director, Properties and Grants Division, NSW Sport and Recreation for 4 years
- General Manager, NSW Sport and Recreation with responsibility for \$100m+ budget, 400 staff, \$35m grants program, liaison with over 80 NSW sporting organisations and management of various government properties including 3 former Olympic venues for 6 years

Previous Board positions

- Board Member, NSW Institute of Sport
- Trustee, NSW State Sports Centre
- NSW Sporting Injuries Committee Member
- Chair, NSW Sports House Management Committee
- Member, Sports and Venues Committee, Sydney World Masters Games
- Member, Inter Governmental Committee, Australian FIFA World Cup Bid
- Member and Past Chair, National Standing Committee on Recreation and Sport
- Chair, Project Control Group, Newcastle Stadium construction

Other volunteer positions:

- Executive Board Member, NSW Softball
- Board Member, Softball Australia
- President, Softball Australia, 2000 – 2004
- Vice President, Oceania, International Softball Federation (4 years)
- First Vice President, International Softball Federation (4 years)
- Board Member, Bowls Australia (4 years)
- President, Bowls Australia (4 years)
- Regional Director Oceania, World Bowls

Board Experience

CGA and ACGF Board Member since 2018

Member of various CGA Committees including Heritage and Awards and Nominations and Remuneration Committees

Committee member and Chair in Committees covering governance issues, strategic planning, constitutional reform, laws of sport, high performance, coaching and officiating, communications and marketing, government relations.

Head of Delegation for National teams attending World Championships

Board representative at numerous international Congress meetings (Softball)

Drove establishment of major review as World Bowls President into World Bowls resulting in significant changes to every aspect of operations

Completed AICD Residential Course (early 2000's) to complement existing capacity

Director Criteria - CGA Skills

Digital marketing and Branding

I have been involved with the development of a digital presence with the extensive work currently being undertaken to promote World Bowls following a comprehensive review of the entire organisation and operations. We have created an entirely new digital presence, i.e., email, website, social media presence. We have also commenced a new branding exercise to reflect the recommendations of the review .

Media

I have had quite extensive experience in media in my various professional and voluntary roles, as a Media Advisor to Government Ministers and as a working journalist for varying periods.

Accounting and Finance

While I have no formal qualifications in this area I have completed the AICD course which had a strong bent towards the financial requirements of companies and NFP's and am comfortable with discussions on financial issues which Boards need to consider

Investment Management

Other than being involved in discussions around the Board table about our investment strategy I have no direct connection.

Sport Industry and NFP including high performance, community sport, participation and events

I have been intimately and directly involved in all aspects of two sports (Softball and Lawn Bowls) since 1996 and have been responsible for driving change in strategies in each of these specific areas. I have lead teams and committees charged with developing programs, particularly in both high performance and participation. As General Manager, NSW Sport and Recreation I was responsible for all aspects of each of these areas.

Governance and Board Directors' Duties and Responsibilities

As a Board Member of numerous Boards over both my professional and voluntary careers I am keenly aware of the responsibilities Board Members have in the performance of their duties. I have undertaken various courses, including the AICD Residential course, as well attending seminars and conferences to update and maintain the skills and knowledge necessary for the performance of my role.

Government and public sector relations

My extensive experience over a period of 30 years working in the Ministerial area as well as the Senior executive Service of the NSW Public Service has often assisted in my performance on each of the Boards on which I was, and still am, a Member.

Commercial management including contract negotiation, sponsorship, private sector/corporate relations

While I have had limited experience in contract negotiation I have frequently been involved in the search for sponsorship and dealt with both the private and government sectors at various times.

Human Resources Management

IN my role as GM, NSW Sport and Recreation I was responsible for over 350 staff and worked closely with the HR team to ensure we provided opportunities for our staff to ensure the best possible service to the people of NSW.

International Sports Federations

I have had a long association in this area having been a Vice President of the International Softball federation for 8 years and President of World Bowls since 2021. In that time I have developed close ties with a range of countries and sports which have helped my efforts in dealing with issues beyond our boundaries

Legal

While I have no formal legal qualifications I have often been involved with discussions with lawyers representing the various Boards on which I have worked as well as my former professional career. I have a good understanding of the laws under which CGA operates and feel comfortable when engaged in discussion on any legal issue which is being dealt with.

Risk Management

I have contributed to the discussions around the risks which could arise for CGA and have carried that experience into creating a new risk management policy for World Bowls and our new iteration.

Strategic and Strategic Planning implementation

I have extensive involvement in strategic planning and the implementation of new plans for a number of organisations, including leading a committee for the International Softball Federation to develop and introduce an entirely new strategic plan....for the first time in that organisation. I have also been involved in the development, and the ongoing review, of the CGA strategic plan which was required following the adoption of our new constitution.

CGA Nomination

Why are you seeking election to the Board of CGA?

I have been a CGA Director for 5 years and am now seeking re-election. When I was originally elected I indicated I brought more than 20 years experience in sports policy, legislation, governance and management in both the public and not for profit sectors and I feel I have since made a contribution to CGA's important work. I also feel that the job is not finished, particularly given the Victorian Government's decision to withdraw their hosting role and I, along with my fellow Board colleagues, need to continue to work towards ensuring a future for the Games.

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

As I indicated above I feel I have been able to add my experiences and knowledge to the considerable combined skills and expertise of a highly functioning Board. I also feel I have added something slightly different to the experience of most my Board colleagues as the President of the International body of one of the Games' key sports, Lawn Bowls, and have been able to bring another perspective of how we deal with another level of our member sports.

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

When my term expires, whenever that may be, I feel I would like to be recognized as having been an important but equal member of a team which provided opportunities for our athletes, coaches and officials to showcase their skills on the international stage. I would also like to be recognized for my part in establishing the 'new' CGA following the introduction of our new constitution with my involvement in strategic planning and important Committee membership.

If you are elected, how will you enhance/maintain relationships with CGA's key stakeholders?

During my 5-year term, and as part of a strong team of Board Members and CGA staff, I feel I have already been able to establish a good level of trust and respect with many of our stakeholders, from athletes and officials to individuals from many of our NSO's. From a collective point of view rather than as an individual I also feel the CGA Board has successfully demonstrated a strong desire to build strong relationships at all levels. We work hard as a Board and as an organization to maintain those strong relationships and continually address areas where we see we can improve.

20 March 2024

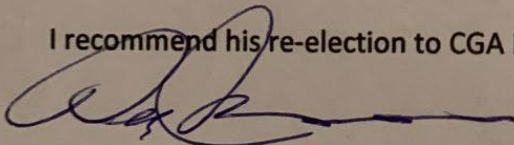
Dear Chief Executive (Commonwealth Games Australia),

I write to nominate Darryl Clout for the position of Director, Commonwealth Games Australia.

Darryl's record of achievement at the senior leadership level is proven. He has successfully served as President of Bowls Australia, President of Softball Australia, Vice President of the International Softball Federation, and is currently President of the World Bowls organisation.

He has a sound knowledge and understanding of sports administration at the Board level, and his experience at senior levels in national and international sports organisations has given him an ability to contribute strongly to the CGA Board in the past, at present, and in the future.

I recommend his re-election to CGA Board.



Perry Crosswhite AM
Life Member - CGA
0417717344

Duncan Free OAM OLY

+61 411 801 622
duncan.free01@gmail.com

3 Harbord Ct
Robina, Qld, 4226
0411 801 622



Objective

To utilize the skills and knowledge gained from 20 years as an elite athlete combined with sports administration experience in the university sector to effectively lead a dynamic team of professionals to provide strategic direction, efficient systems, programs and services allowing university sport to maximise their reputation, revenue and recruitment through sport.

Personal Achievements

- 2008 Beijing Olympic Gold Medallist, rowing
- 2008 Awarded the Order of Australia Medal (OAM) for services to sport
- 1996 Atlanta Olympic Bronze Medal, rowing
- 2006 and 2007 World Champions, Mens pair, rowing.
- 2007 World Rowing 'International Crew of the Year'
- 2006 and 2007 Rowing Australia 'Crew of the Year'
- 4 Olympic Games (1996, 2000, 2006, 2008)
- 1991-2012 Member of the Australian Rowing team

Career Profile

2016 – current Director, Sports Engagement GRIFFITH UNIVERSITY

Duties:

- Develop a university-wide Sports Strategy and operational plans
- Member of numerous University committees and consultancies, including academic programs
- Develop and deliver University high performance sports programs
- Create a winning culture to lead a motivated team of administrators, coaches, high performance staff and other support staff
- Develop new policies for recruitment and student support
- Grow and manage University sporting sponsorships and partnerships
- Grow and manage relationships and partnerships with local, state and national government agencies, local and/or community organisations, government peak sporting bodies, professional sport, national sporting bodies and high performance programs
- Work closely with the Office Marketing and Communications to enhance the sporting capabilities and reputation of all areas of the Universities sporting excellence

2012 – 2015 Manager, Griffith Sports College GRIFFITH UNIVERSITY

Duties:

- Manage the Griffith University Elite Athlete program
- Facilitate and present school sports education workshops
- Provide academic support for student athletes to ensure successful transition and completion of studies
- Ensure welfare of student athletes outside of university environment
- Develop and administer a recruitment strategy for athletes

2009 – 2011 Client Relationship Manager
PROFESSIONAL INVESTMENT SERVICES

A financial services company of 220 staff and 1,500 authorised representatives.

Duties:

- Facilitate speaking spots both nationally and internationally
- Build existing relationships by providing motivational speeches to the network members and their clients, linking professional sports development to professional business processes and people.
- Manage local community charities, sponsorships and sports.

2008 – 2009 Senior Advisor
QUEENSLAND GOVERNMENT
DEPARTMENT OF SPORT & RECREATION

Duties:

- Special Project planning.
- Assisting sporting clubs with State Government funding program applications.
- Assessing State Government funding applications.
- Working closely with sporting clubs to see funded projects through to completion on both construction and financial aspects.

2005 – 2008 Director of Rowing
THE SOUTHPORT SCHOOL

The Southport School is an exclusive GPS boys school based on the Gold Coast of approximately 1,600 students.

Duties:

- Coach of the TSS 1st VIII and the management / co-ordination of the entire TSS rowing program.
- Develop communication strategies.
- Event management.

1997 – 2005 Relationship Manager
BANK OF QUEENSLAND – Private Bank

Duties:

- Development of 120 new high net worth clients of Private Bank.
- Analyse, research and prepare Retail and Business Loan Applications up to \$2.5M

Education

Tertiary

1992 – 1996 Griffith University
School of Health Science
BACHELOR OF HEALTH SCIENCE
Major: Sports Marketing / Management

Community Engagement

- School rowing coaching (The Southport School)
- Club rowing coach (Griffith Uni Surfers Paradise Rowing Club)
- Board member – Rowing Queensland, 2017-2021
- President Oceania Rowing (Confederation) 2023 - current

Referees (contact details upon request)

Mr Tim Kelly
Manager R&D
Applies Technology and
Innovation
AIS

Ms Nicole Hunter
Sponsorship Engagement
Manager
Major Events Gold Coast

Mr Tom Ray
Executive Director
Ray Group

CGA's Skills Matrix

Digital Marketing and Branding

Without personally delivering digital marketing and branding assets and content, I oversee all content that Griffith's Sports Engagement and Sports College deliver. I also work closely with Griffith's corporate media team in creating concepts, ideas and content for higher level digital marketing around multiple topics of student athlete recruitment, events, athlete successes, sports education and sports research.

I also work closely with sporting partners, including NSO's and professional clubs in creating joint digital assets and content around mutual aspects of our partnerships. This may be in the form of a joint research project with elite athletes, social media 'athlete take overs' or any other news worthy topics.

Media

As a former athlete, I have undertaken media training and been exposed to all forms of media. As I transitioned from an athlete into my role at Griffith University, I continue to work closely with mainstream media and Griffith's media team in showcasing Griffith's sporting successes, expertise and other newsworthy stories. We also great content for Griffith News, being internal news stories that most often gets shared externally. I continue to work with media as it's a powerful tool when done well. At times, I've also had to respond to negative media that always requires strategy and tact with a focus on transparent communication.

Accounting and Finance

Working in banking and finance for over a decade, I have learnt the fundamentals of finance while undertaking activity including \$2M+ commercial business applications, credit and assessment. Being out of banking for some time now, I still use those skills internally at Griffith for budgeting, including that of salary, non-salary, sponsorships, scholarships, philanthropic revenue and other strategic funds.

Investment Management

Other than my own personal investment portfolio of property and shares, my knowledge with investment management is limited.

Sports Industry

Having been an athlete for 20+ years, my knowledge and expertise of high-performance sport is extensive. I have a complete understanding of HP programs in the context of NSO's, daily performance environments and all the services and deliverables that are derived from that, including all the SSSM support services that are required. In my capacity of managing university sporting partnerships, I continue to work closely with HP programs within NSO's, including Swimming Australia and also professional sporting clubs.

As a committee member of our local community rowing club, a Rowing Australia pathway club, I also understand the intricacies of community sport and the challenges that come with that.

Finally, from an athlete's perspective, having competed at dozens of events including Olympics, World Championships, World Cups and other international events, National Championships, State Championships and even local regattas and events, I understand the importance of athlete experience with a broad knowledge of what happens in the background to make the event successful for both athletes, spectators and officials. My time on the board of Rowing Queensland also exposed me to this.

Governance and Board Directors Duties and Responsibilities

Having served on the Rowing Queensland Board for 4 years, the skills and experience that I brought to that role was well received and equally satisfying was the new skills that I learnt. During my tenure on the Board, we successfully reversed Rowing Queensland's financial position, transforming it from operating insolvently to achieving positive cash flow and reducing debt. Other passion areas included being a part of creating the new strategic plan, working with our members and stakeholders and also representing the HP element of rowing in Queensland.

Additionally, I have gained much experience from being on various athletes commissions, while my time at Griffith has also seen me on various committees and advisory groups, including Swimming Australia's Legacy Committee.

Government and Public Sector Relations

In my nearly 12 years at Griffith, I've cultivated relationships with government officials at various levels, including state and federal members, ministers, departmental heads, and directors, particularly within the sports sector. These connections have been forged through Griffith's sporting achievements, active engagement in sports, provision of facilities, strategic initiatives, and alignment with key sporting bodies such as ASC/AIS, QAS, and other performance organisations. I am continuing to explore ways to grow my government networks.

Legal

My experience is limited with professional legal experience. The legal experience that I do have would be in the 11+ years I have worked at Griffith University and working closely with our legal department with contracts, MoU's and collaboration agreements. During this time, I have become very familiar with Griffith's processes and policies including some legal knowledge which helps streamline these processes both internally and with our external stakeholders.

Commercial Management

I have had fair experience in contract negotiation and sponsorship proposals, Collaboration Agreements, Funding Agreements and MoU's with a number of university sporting partners, including that of leading NSO's and professional sporting clubs. Details of contracts are often done alongside Griffith Legal.

This is followed by partnership management which is an area that I personally thrive in and enjoy. The continuing management and relationship of a partner allows for growth, innovation and new mutual opportunities.

Human Resource Management

Personally, I do not deliver HR services but HR is an area of my current employment that I work closely alongside. HR department ensures that all policies, procedures and legislation are adhered to in both recruitment and ongoing employment of my staff. This has recently extended to working through concerns of misconduct and breach of Code of Conduct for a staff member.

International Sports Federations

Outside of being a competitor, my relationships with IF's are rather limited with the exception of my recent President of Oceania Rowing Confederation appointment which as me connected in with World Rowing and executives within WR. This would be valuable with the addition of Coastal Rowing (Beach Sprints) on the Commonwealth Games program.

In the national landscape, my network within NF's (NSO's) is extensive, lending itself to effective relationship management with CGA's members.

Risk

Risk assessment is extremely important in both my previous area of work at The Southport School and currently at Griffith University. At TSS I regularly worked with the Business Manager and Sport Director in risk management assessments and plans, likewise with my current role at Griffith University. In both these examples, these processes were led by other departments supported by myself and my staff.

Strategic Planning

My experience with Strategic Planning extends beyond that of Rowing Queensland, but to include being the lead for the past 3 versions, including the inaugural, Griffith University Sports Strategy. The latest version, 2024-2028, has had university executive approval and is currently with the designers. Additionally, I was the lead and responsible for Griffith's Women in Sport Strategy that was launched in 2022.

At a smaller scale I have also assisted PNG with a HP strategy and in discussions with University of the South Pacific to assist with their inaugural Sports Strategy.

Duncan Free
0411 801622

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

I'm seeking to join the Board of Commonwealth Games Australia (CGA) to actively contribute towards the organisation's vision and strategic objectives.

While medals and athletes are undeniably significant, the Commonwealth Games and the broader realm of sports encompass much more. The ethos and principles of inclusivity, integrity, respect, and excellence fostered by the Commonwealth movement through sports wield immense influence in communities. They shape how we interact with others, honour our nation, and unite people.

My experience working within the Pacific/Oceania region within the sports and Commonwealth Games framework has shown me that the impact of CGA extends far beyond Australia's borders, particularly in this region. This potential influence can be profoundly transformative.

Moreover, serving as a board member presents opportunities for personal and professional development. It would enable me to refine my leadership capabilities, gain deeper insights into governance and decision-making processes, and enhance my comprehension of the challenges faced within the sports industry at this level.

In essence, I like to be a part of a high performing team that shares the same vision and values as I do to make a difference both on and off the field of play to athletes, communities and society.

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

Having been an elite athlete myself, competing at 4 Olympics, winning gold in 2008 and Bronze in 1996 (and two Gold medals at Commonwealth Championship Rowing Regattas) in the sport of rowing, I am very familiar with high performance sport and mega multi-sport events like the Commonwealth Games.

In addition to my rowing career, and as an employee of Griffith University, I've also worked closely with Griffith University's tier 1 partnership of the Gold Coast 2018 Commonwealth Games with deliverables across sport, commercial and several other of the operational areas of the Games. This included work within the Oceania region assisting two counties (Vanuatu and Cook Is) to their first ever Commonwealth Games medal. This was as a result of a program we (Griffith University) created and worked closely with both the CGF and CGA.

Other areas of contribution and value outside of the above two examples include: strategic planning experience, governance, stakeholder engagement, innovation and growth, diversity and inclusion and impact. Anything I involve myself in I want to have impact, serve, and make a difference. This includes working with others to ensure Australia maintains #1 on the Medal Tally!

CGA is also a brand that represent several values, values that I personally hold close to my heart and in everything that I do. Being values aligned is extremely important for anyone wishing to join any organisation at any level.

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

- Strategic vision and innovative thinking
- Supporting the CGA executive and workforce
- Stakeholder engagement, including members and the Oceania region
- Financial stewardship
- Effective governance as a collective board
- To be able to leave a positive and lasting impression on Commonwealth Games Australia

If you are elected, how will you enhance/maintain relationships with CGA's key stakeholders?

When I interact with stakeholders, I ensure that its's based on authenticity and trust. This can be done several ways including transparency and accountability with both existing stakeholders and while cultivating new relationships and partnerships. Regular communication and understanding the needs and concerns of partners are also critical in fostering trust and strengthening relationships.

While creating new partnerships, investing time in rapport-building while clearly communicating the value proposition to any potential partner (financial or other) is the core of all relationship building that I personally abide by.

By prioritising the above-mentioned strategies, this enhances/maintains my relationships I currently have across my varying roles at university and other professional environments, ensuring continued collaboration, support and mutual growth.



1 April 2024

Dear CGA Company Secretary,

Rowing Australia is delighted to provide a statement of support as the Nominating Member for Duncan Free OAM.

Duncan is a highly respected member of the Australian and international Rowing communities, having represented Australia at four Olympic Games and winning an Olympic Bronze and Gold medal, two World Championship titles, and a Gold medal at the 1994 Commonwealth Rowing Championships in Ontario. Unfortunately, Classic Rowing last featured in the Commonwealth Games in 1986 and as such there was not the opportunity for Duncan to compete in them during his athletic career.

Duncan currently works as the Sports College Director at Griffith University and has recently stepped into the role of Chair of the Oceania Rowing Confederation (ORCON). Duncan is deeply engaged in the growth and development of Rowing, and specifically the new discipline of Coastal Rowing – Beach Sprints, both in Australia and the Oceania region more broadly. This discipline of Rowing is innovative and exciting and has been confirmed for inclusion in the program for the 2026 Commonwealth Games, the 2026 Youth Olympic Games, and the 2028 Olympic Games. This beach-based discipline of the sport has much lower barriers to entry than the traditional flatwater discipline and has been well received throughout the island nations of Oceania, with Australia, American Samoa, New Zealand, Papua New Guinea, and Vanuatu all running active programs, and keen interest from Fiji, Samoa, and Tonga to reactivate their national federations to engage in the discipline.

Duncan has been heavily involved in the development of the GAPS program through Griffith University, which has directly led to medal outcomes at the Commonwealth Games for Pacific Island nations. Through his connection to Rowing and position with ORCON, Duncan has been supporting World Rowing and Rowing Australia with the development of a GAPS style pilot program for Coastal Rowing – Beach Sprints within targeted Pacific Island nations.

Duncan addresses a number of the key skills and experience identified in the CGA Directors' skills matrix, including;



- Sport Industry and NFP including high performance, community sport, participation and events
- International Sport Federations
- Strategic and Strategic Planning implementation

Duncan's skills and experience in these areas will support the CGA Board's strategic priorities, particularly "Connecting with Communities" and "Leading the Way".

Duncan has demonstrated a lifelong passion and commitment to sport, and following his decorated athletic career has continued to give back in both paid and voluntary roles in administration, leadership, and coaching. Duncan exemplifies the CGA values of inclusiveness, integrity, respect and excellence in all that he does, and always demonstrates the personal qualities identified, but especially being honest and authentic, self-aware, engaging and respectful, and an active contributor.

Please don't hesitate to contact me should you require any additional information.

Sincerely,

A handwritten signature in black ink, appearing to read "Sarah Cook". The signature is fluid and cursive, with a large initial 'S'.

Sarah Cook
Chief Executive Officer
Rowing Australia

scook@rowingaustralia.com.au



Grant Harrison

Id Ilfracombe Avenue, North Brighton, 5048 | 0417813184 | grant.harrison2@bigpond.com

Board Positions

- Director Commonwealth Games Australia 2018–current
- Board of Management Australian Commonwealth Games Association 2011 - 2018
- Australian Commonwealth Games Foundation - Investment Committee 2015 – current (Chair 2020 – current)
- Commonwealth Games Australia – Finance and Audit Committee 2016 – current
- Commonwealth Game Australia – Sport Funding Advisory Group 2021 – current
- President/Chairman - Gymnastics Australia 2011 -2014
- Director - Gymnastics Australia 2002 -2014
- Table Tennis Australia Nominations Committee 2020 -current
- Vice President – Pacific Alliance Gymnastics Union 2014 – 2015
- Vice President – Commonwealth Gymnastics Confederation 2014 - 2018
- President/Chairman – Gymnastics South Australia 1998 -2008
- Gymnastics Australia Awards Committee 2008 –2024 (Chair 2016 – 2020)
- Chair - Gymnastics Australia High Performance Sub Committee 2011-2014
- Chair – Gymnastics Australia Governance Review Committee 2011
- Chair - Australian Cheerleading Union 2011- 2015
- Director – Racing South Australia 2014 – current
- Deputy Chair - Racing South Australia 2022 – current
- Member – Racing SA Finance & Audit Committee 2016 - current
- Member – Racing SA Governance Committee 2019 - current (Chair 2019 2023)
- Member – Racing SA Racing and Programming Committee 2016 – current (Chair 2022 – current)
- SA Olympic Appeal Committee 2018 – 2021
- Director – Southern Football League 1994 – 2000
- Commissioner – Southern Football League 1994 – 2004
- Vice President – Port Noarlunga Football Club 1990 – 1994
- Life Member Gymnastics Australia.
- Life Member Gymnastics South Australia
- Life Member Southern Football League
- Life Member Pt Noarlunga Football Club
- Life Member Liquor Industry Golf Club
- Gymnastics Australia representative to Australian Sports Commission, Australian Olympic Council 2011 – 2014 and Australian Commonwealth Games Association 2011 - 2018

Professional Experience

GENERAL MANAGER | SA TAB | 2005 - 2014

- Managed SATAB staff of 35 full time and 300 part time
- Managed annual sales budget of \$825M and operational budget of \$110M
- Responsible for the effective and efficient management of the business operations and service standards of SA TAB, including retail betting operations, on-course betting operations, Call Centre operations, financial control and general administration.
- Responsible for marketing of SATAB sales functions as part of Tatts Group marketing team.
- Maintenance of effective working relationships with SA Govt, Gambling Authority, Gambling Commissioner and SA Racing Industry,

SALES MANAGER | SA TAB | 1997 - 2005

- Responsible for the effective and efficient operations of all retail sales operations, including 356 retail sites on-course operations at 26 racecourses & 150 seat Call Centre.
- Managed the retail sales staff of 225.
- **1988 – 1995** - Various roles within SATAB operations with focus on special projects as directed by CEO and retail operations.

Education/Affiliations

- Bachelor of Business (Marketing) – University of South Australia 1994
- Associate Diploma of Management (Marketing) – University of South Australia 1992
- AICD qualified

Skills & Abilities

Highly developed skills in;

- Governance (Sports and Business),
- Sales and Marketing,
- Business Management,
- Project Management,
- Investment Management
- Financial Management
- Human Resource Management
- Government Relations

Grant Harrison

Grant Harrison | 1d Ilfracombe Avenue, North Brighton, 5048 | 0417813184 |
grant.harrison2@bigpond.com

Director Criteria

Through my various employment and director roles, my skills are quite varied and cover many of the skills required by the CGA Board. I consider that through my education, professional experience and sports administration experience I have advanced knowledge and understanding of many of the Director Criteria.

Digital Marketing and Branding – Whilst I have limited experience in Digital Marketing, I do have experience in Branding due to my role in the UniTAB Marketing Committee. This committee (3 people) was responsible for the marketing and promotion of the UniTAB wagering company. I was a member of this group for 5 years. Additionally, I hold a tertiary qualification in Marketing.

Media – Similar to the above, as part of the Marketing Group, I was actively involved in the placement and production of the media content used by UniTAB, and this has given me an above average understanding of media channels and placement.

Accounting and Finance – I have above average skills and experience with SATAB. In my role as General Manager, I was responsible for formulating and controlling the budget for South Australia (\$850M sales and \$110M operational budgets). In my Director roles with CGA and Racing SA (RSA) I have been a member of both organisations Finance and Audit Committee (CGA 8 years, RSA 10 years). These roles have provided me with extensive and varied experience in setting and controlling budgets.

Investment Management – I have been on the Australian Commonwealth Games Foundation Investment Committee for 11 years and have been Chair of that committee for the past three years. This experience has given me an above average understanding of investment practices and procedures, as well as providing CGA with a considered and practical approach to investing CGA's funds in the most optimal way possible with moderate risk.

Sports Industry and NFP operations – Prior to joining the CGA Board I was a Gymnastics Australia Board member for 12 years, with the last four as Chair. During this time on the GA Board, I had extensive exposure to High Performance and community sport. In terms of participation, I was also the President of Gymnastics South Australia for 10 years which provide me with great insight into the participation aspect of the sport. In addition to providing with HP insight, these roles along with my Racing SA role have also provided me with insights and understanding of NFP organisations and the issues that they face on a day-to-day basis.

Governance and Board Directors ' Duties and Responsibilities – throughout my employment and Sport Director roles I have been exposed to the highest level of governance which has provided me with an above average understanding of the need for and process of good governance. An important part of this is understanding what Board Directors' role and responsibilities are and how you need to manage these roles and responsibilities. I have chaired the Racing SA governance Committee for the past 4 years and have provided advice to multiple sporting bodies on Constitutional matters during that time. Over the past eight years I have been contracted by a number of sporting bodies and Clubs to update their Constitutions to current Best Practice.

Legal – whilst I have no formal qualifications in Law, I have a good understanding of commercial law and the legal requirements of being a Director.

Government and public sector relations – throughout my time as General Manager of SATAB and as Chair of Gymnastics Australia and South Australia, I have had many interactions with Government departments regarding funding, HP requirements and policy (sport and wagering). These interactions have provided me with significant insight into government operations and procedures, such that I am confident in interacting with Government at all levels. Equally, the above experience applies to public sector negotiations and relations, whether they be commercial or service related. During my time as General Manager of SATAB I was involved in many multi-million dollar contract negotiations as well as trade union negotiations.

Commercial Management – in my role as General Manager of SATAB, I was responsible for managing a company with 350 staff, 356 retail sales outlets, sales budget of \$850M and an operational budget of \$110M. This role provided me with extensive and superior commercial management skills, which included contract negotiations in both services and real estate.

Human Resource Management – once again my role as General Manger (and Sales Manager) of SATAB has provided me with an extensive experience in this area for over 12 years.

International Sport Federations – throughout my term on the GA Board I have had exposure to International Sport Federations, but it was during my 4 years as Chair that I had the greatest exposure. It was during my time as Chair, that I was the Australian delegate to the International Gymnastics Federation, Chair of the Australian Cheerleading Union and Vice President of the Commonwealth Gymnastics Confederation, as well as being the Gymnastics representative to the Australian Sports Commission, Australian Olympic Council and the Australian Commonwealth Games Federation.

Risk Management – My experience to risk management has been developed significantly over the past 8 years due to my positions on two Finance and Audit Committees. Part of the F&A role is specifically to recognise, monitor and control risk for the relevant organisations. Risk management is a vital area in ensuring that an organisation can function optimally whilst being aware of what exposure and likelihood there is of an extreme or catastrophic event.

Strategy and Strategic planning implementation. - strategy formulation and the associated risk management has become a vital part of Board function and I have an above average appreciation and understanding of both aspects. I have been actively involved in Strategy formulation for both CGA and Racing SA over the past 10 years. In addition to this I was heavily involved in the Marketing strategy formulation and implementation for UniTAB.

As can be seen, I have a broad range of experience and skills, thereby enabling me to contribute to CGA operations in multiple areas and provide informed discussion and opinion in many areas relevant to CGA.

Grant Harrison

Grant Harrison | 1d Ilfracombe Avenue, North Brighton, 5048 | 0417813184 |
grant.harrison2@bigpond.com

Response to Questions

Why are you seeking election to the Board?

Having been on the CGA Board since its change to elected Directors, I have experienced a professional, consultative, and thoughtful group of Directors committed to continue making CGA and its member sports the number one nation in the Commonwealth, and I want to continue to be a part of this ambition. Since 2018, Australia has been the number one nation at Commonwealth Games, and it is a vision that still exists within CGA management and is supported completely by a Board that looks forward as well as in the present and as part of that forward thinking I want to be a part of the future. I am also conscious that good decision making comes from stability and understanding the issues and I want to provide stability and contribute to a positive future for CGA and its member sports.

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

As an existing Board member, I have an implicit understanding of the ethos, culture, and direction that CGA currently has as part of its Strategic Plan. Accordingly, my added value is that there is no learning curve in my being appointed as a CGA Director. I already know and understand where CGA is going, and equally where it has come from, so my ability to make a positive contribution to future decisions and operations will be present from day one of my appointment, rather than requiring a lead-in time to gain an understanding of CGA operations and aspirations. In addition to this, having come from a member sport/high performance background I have an advanced understanding of the issues and problems that confront a member based high performance sport, and this understanding will assist the CGA Board in making better funding and competition decisions.

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

As is the case currently, I would like to be recognised as a person who contributes as part of a team, not someone who shies away from the responsibility bestowed upon me by the members who elected me. This means making hard decisions when necessary, so that the organisation can achieve its goals both on the field of play and commercially, rather than making the easy or popular decision, which may not be in the best long-term interests of CGA and its member sports. I would also, like to be recognised as an open communicator who is willing to listen to alternate views and options before making a decision, and someone who is willing to speak out when I

consider there is something being said or done that is not in the best interest of those that I represent.

If you are elected, how will you enhance/maintain relationships with CGA's key stakeholders?

Communication, understanding and accessibility are the key ingredients in maintaining relationships, and it is these areas that I consider I have applied over the past period of my Directorship. I have attempted to make myself available both internally and externally to listen, understand and provide advice/comment so that CGA and its member sports can continue to perform at their best. Equally, I have attempted to increase my understanding of the complexities of CGA/CGF relationship, so that I can consider not only the national ramifications of a decision, but also the international ramifications, as this will enable me to provide CGA stakeholders with a full and informed perspective on relevant issues. A key part of the stakeholder relationship aspect of being a CGA Director, is understanding the complexities of all member sports and to do this, I have made a point of attending virtually every member sports' competition at each of the Games I have attended, so that I could understand any issues that the respective sport may experience.

NOMINEE: GRANT HARRISON



GYMNASTICS.ORG.AU
AUSGYM@GYMNASTICS.ORG.AU
+613 8698 9700
LEVEL 2/375 ALBERT ROAD, ALBERT PARK, VICTORIA, 3206
ABN 63 125 115 424

5 April 2024

To Commonwealth Games Australia Board,

Grant Harrison – Commonwealth Games Australia Board Nomination

On behalf of the Gymnastics Australia Board, I formally support and endorse the nomination of Grant Harrison as an Elected Director for Commonwealth Games Australia.

Grant has been involved with Gymnastics in Australia for a significant period of time in a number of roles at both state and national level. Grant is a life member of Gymnastics Australia and Gymnastics South Australia, exhibiting his valued long-term service to both organisations. Grant is a previous President and Director of both Gymnastics Australia and Gymnastics South Australia and continues to contribute his time as a member of the Gymnastics Australia Awards Committee.

Grant's considerable experience within sport across Australia allows him to continue to make valuable contributions to the Commonwealth Games movement in Australia. As a long-serving director for Commonwealth Games Australia, Grant has a strong understanding of the governance required in Australian Sport Organisations. Grant exhibits a great level of care and understanding of the current sporting climate in continuing to contribute to our sport and others through his varied Board appointments.

Gymnastics Australia is proud to endorse Grant's nomination for a further term and strongly believe he will continue to make significant contribution to Commonwealth Games Australia and subsequently, sport within Australia.

If you require any further information, please don't hesitate to contact me at president@gymnastics.org.au.

Regards,

A handwritten signature in black ink, appearing to read "Sam Offord".

Sam Offord

President, Gymnastics Australia



COMMONWEALTH GAMES AUSTRALIA

EXPLANATORY MEMORANDUM

AGENDA ITEM 7 - ATTACHMENT 4 PROPOSED AMENDMENTS TO CONSTITUTION

This explanatory memorandum was provided to members (**Members**) of Commonwealth Games Australia Limited ACN 629 915 448 (**CGA**) on 14 March 2024 ahead of the upcoming 2024 Annual General Meeting (**AGM**) which will be held on 15 May 2024.

1 Overview

- 1.1 The purpose of this explanatory memorandum is to provide Members with information regarding the proposed amendments to the constitution of CGA (Constitution) as well as providing an outline of some of the more significant proposed amendments.
- 1.2 After consultation and discussion with Members at the Members' Forum on 30 November 2023, the CGA Governance Review Advisory Group has formally recommended to the Board certain improvements to CGA's governance practices which would require changes to the Constitution. At the CGA Board meeting held on 1 March 2024, the Directors resolved to endorse the CGA Governance Review Advisory Group's recommendations and to propose amendments to the Constitution for approval by the Members at the 2024 AGM. For simplicity, the proposed amendments will be put forward as one resolution at the 2024 AGM.
- 1.3 The key driver behind amending the Constitution is to improve CGA's governance practices via:
 - (a) transitioning the composition of the Board to one comprising 6 Elected Directors and up to 3 Appointed Directors from the current composition of 7 Elected Directors and up to 2 Appointed Directors;
 - (b) rendering a person ineligible to act as Director if they have held office as a Director at any time in the 4 years prior to the nomination of that person for election as a Director;
 - (c) rendering a person ineligible to act as Director if they have held office as CEO at any time in the 2 years prior to the nomination of that person for election as a Director;
 - (d) allowing the Board to appoint the President rather than the Members electing the President; and
 - (e) granting the Board the option to appoint as President for a term of no more than 4 years, a person that has already served 12 consecutive years as an Appointed Director or a person that has already served 3 consecutive terms as an Elected Director.
- 1.4 In addition to the changes that are required to facilitate the improvement to CGA's governance practices, the Board is also proposing to make a series of minor tidy up changes.
- 1.5 Please note that this memorandum is intended to provide an outline of the changes proposed to be made to the Constitution and does not seek to go through each proposed amendment in detail.
- 1.6 A version of the Constitution has been provided together with this memorandum that shows the proposed changes in mark up (i.e., proposed deletions are shown in red strikethrough and proposed additions are underlined in blue). Members are encouraged to read the marked-up version of the Constitution in addition to this memorandum.
- 1.7 This memorandum is to be read in conjunction with the Constitution as well as the information and resolutions proposed to be presented at the 2024 AGM. This will include consideration of a special resolution to amend the Constitution.
- 1.8 Please see below for an outline of the proposed changes to the Constitution.

1.9 Capitalised terms that are not defined in this document have the meaning given to them in the current Constitution.

2 Changes to the composition of the Board (Current Part 9.1 / Proposed Part 9.1)

2.1 The Board is currently comprised of between 7 and 9 Directors, comprising 7 Elected Directors (one of which must be the President) and up to 2 Appointed Directors.

2.2 To allow the Board greater flexibility to ensure it be comprised of individuals with the appropriate experience and skill sets to allow CGA to achieve its strategic objectives, CGA is proposing to vary the composition of its Board in the current Part 9.1(a) of the Constitution as follows:

- (a) with immediate effect until the 2027 AGM (new Part 9.1(a)): the Board will be comprised of between 7 and 10 Directors, comprising 7 Elected Directors (including the President) and up to 3 Appointed Directors; and
- (b) with effect on and from the 2027 AGM (new Part 9.1(b)): the Board will be comprised of between 6 and 9 Directors, comprising 6 Elected Directors and up to 3 Appointed Directors.

The Board has formed the view that the staged implementation of the proposed changes to the Board's composition will allow for a smoother transition to the new Board composition as the current President's term expires at the 2027 AGM. To be clear, the proposed amendment to the Constitution means that the President will no longer be a position elected by Members on and from the 2027 AGM. In 2027, only two Elected Director positions (rather than the President and two Elected Directors) will be due for election.

2.3 To allow for a clear pathway for CGA to transition from the current Board composition to the varied Board compositions described in section 2.2 (above), the Board proposes that new Part 9.1(c) be inserted to clearly explain the election and rotation of the Elected Directors at the AGMs to be held in each year from 2024 to 2027 (inclusive) as follows:

- (a) at the 2024 AGM, 2 Directors will be elected by Members for a term of 4 years;
- (b) at the 2025 AGM, 2 Directors will be elected by Members for a term of 4 years;
- (c) at the 2026 AGM, no Directors will be elected by Members; and
- (d) at the 2027 AGM, 2 Directors will be elected by Members for a term of 4 years.

3 Changes to eligibility and Disqualifying Positions (Current Part 9.4 / Proposed Part 9.2)

3.1 Current Part 9.4 of the Constitution sets out the disqualifying criteria against which all proposed Directors are assessed. Currently, a person is prohibited from being a Director if that person:

- (a) is an employee of CGA, a State Division, a Program Sport Member or an Associate Member; or
- (b) held office as CEO at any time within the 3 years prior to the nomination of that person for election as a Director.

3.2 CGA now proposes that these disqualifying criteria be varied to allow for the Board to be enhanced with new Directors by implementing a clear 'cooling off' period for former Directors as well as for former CEOs .

3.3 Accordingly, CGA now proposes an amendment to current Part 9.4 of the Constitution to ensure that a person will not be eligible to be elected or appointed to hold or to continue to hold office as a Director if that person:

- (a) is an employee of CGA, a State Division, a Program Sport Member or an Associate Member;
- (b) has held office as a Director at any time within 4 years prior to that person's nomination for election as a Director; or
- (c) has held office as CEO of CGA at any time within 2 years prior to that person's nomination for election as a Director.

4 Term of office of Elected Directors (Current Part 9.6 / Proposed Part 9.4)

- 4.1 Typically, a Games is held every 4 years. In an effort to ensure continuity on the Board and to avoid disruption to the Board, the Team Members or the Games, the Constitution currently provides that elections for Elected Directors do not occur at the AGM in the calendar year that a Games is being held.
- 4.2 The Directors have determined that the unprecedented uncertainty surrounding the 2026 Games has necessitated an amendment to the current Part 9.6 in order to preserve the orderly rotation and election of Directors to ensure that the original intent of this provision is maintained.
- 4.3 Accordingly, CGA now proposes an amendment to the current Part 9.6 of the Constitution to clarify that, with the exception of the 2026 AGM and the AGMs that will occur every 4 calendar years following the 2026 AGM (being the 2030 AGM, 2034 AGM, 2038 AGM and so on), at each AGM the Members will vote to elect no more than 2 new Directors to replace that number of existing Elected Directors, being the Directors whose terms of office expire at that AGM.

5 Appointment of the President (Current Part 9.7 / Proposed Part 9.5)

- 5.1 The President of CGA has always been elected by the Members.
- 5.2 CGA now proposes an amendment to the current Part 9.7 of the Constitution, with effect from the date that the office of the current President is vacated for any reason, that allows the Board (rather than the Members) to appoint any Director (rather than only an Elected Director) to the office of the President at a Board meeting each calendar year. It is anticipated by the Board that this provision will most likely be implemented for the first time when the current President completes his current four year term in 2027.
- 5.3 This change is based on recognised good governance practice that the Directors (rather than the Members) are better placed to identify the skills or qualities that CGA needs in the office of the President. Accordingly, CGA now proposes that the President be appointed and removed by the Board rather than the Members. This was discussed at the Member's Forum and it was noted that there was a general consensus from the Members present to implement this change.
- 5.4 Pursuant to the proposed amendments, the Board will be required to appoint or reappoint the President and Vice-President each calendar year

6 Maximum term of the President (Current Part 9.7 / Proposed Part 9.5)

- 6.1 Currently, the maximum term that a Director may serve as President is 3 terms.
- 6.2 In addition, current Part 9.7(f) of the Constitution provides that any terms previously served as an Elected Director or an Appointed Director do not contribute to the President's maximum term of office. As a result, a President is currently permitted by the Constitution to effectively serve a maximum of six terms or 24 years. As the Members attending the Member's Forum universally agreed that this provision should be removed, CGA has decided to include this edit in the proposed constitution amendments.
- 6.3 CGA believes that it would be in the best interest of CGA if the Board could be granted the flexibility to permit a Director, in limited circumstances, to serve as President for a period exceeding 3 terms (including their period of prior service as a Director).
- 6.4 Allowing a Director to hold the office of President for a period exceeding 3 terms can have many advantages. In particular, circumstances may arise where a particular skill set, experience, organisational history or institutional knowledge is required by the Board at a particular point in time or to ensure a smooth succession to the next President. Given the current uncertainty in the Commonwealth Games movement, CGA considers it to be prudent to ensure and maintain the ongoing stability of the Board. In these circumstances, CGA may be best served if a President that has completed 3 terms be permitted to serve for up to 4 more years (or for one additional term) as President, if the Board considers that person to be the best person for the job.
- 6.5 Accordingly, it is proposed that current Part 9.7 of the Constitution be amended to allow a person that has served:

- (a) for 12 consecutive years as an Appointed Director; or
- (b) for 3 consecutive terms as an Elected Director,

to serve as an Appointed Director and President for a single additional term of no more than 4 years at the sole discretion of the Board. This means that a Director appointed as President may serve a maximum term of 16 consecutive years or 4 consecutive terms in office if the Board elects to exercise this new discretion under the proposed Part 9.5(h). If the Board exercises its discretion under the proposed Part 9.5(h), the person acting as President must vacate the office of Director at the same time that they vacate or are otherwise removed from the office of President in the course of this additional term or additional 4 year period (as applicable).

7 General amendments

7.1 It is also proposed that several less significant amendments be made to the Constitution to provide greater consistency and clarity throughout the document. These amendments are also reflected in the marked-up version of the Constitution. The Board does not consider that these amendments will have significant impact on CGA or the rights of Members. In particular, it is proposed that:

- (a) Current Part 9.2 has been deleted as it was only applicable to the 2018 AGM which has already occurred and as a result, that Part is no longer considered necessary.
- (b) Current Part 9.3 has been deleted as it was only relevant when CGA was considering a change to the CGA financial year from a 30 June year end to a 31 December year. As this change to the CGA financial year has already occurred, that Part is no longer considered necessary.
- (c) Part 9.1(d) has been inserted to clarify that, subject to Part 9.7, the Board cannot comprise more than 3 Appointed Directors at any time.
- (d) Part 9.1(e) has been inserted to clarify that (subject to Parts 9.4, 9.5(h) and 9.7(b)):
 - (i) no Director can hold office for a term exceeding 4 years without re-election or re-appointment;
 - (ii) the maximum number of terms that an Elected Director can hold office is 3 terms; and
 - (iii) the maximum number of years that an Appointed Director can hold office is 12 years.
- (e) Various minor tidy ups, cross referencing updates and consequential edits required as a result of the changes described in sections 2 to 6 of this explanatory memorandum have been incorporated.
- (f) Part 21.2 has been amended to remove CGA's right to serve documents on Members via fax.
- (g) Part 21.4 has been amended to clarify the time of service of documents on Members where such documents are delivered by hand or by electronic means.
- (h) Part 25.1 has been amended to require the Company Secretary to advise all Members at least 21 days (rather than 30 days) prior to any meeting at which an amendment to the Constitution is to be moved. This proposed amendment ensures that the Company Secretary is permitted to issue all formal meeting materials, including the Notice of Meeting and Annual Report, to the Members in a single communication.

The Board supports each of the above amendments to the Constitution.



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, 14 NOVEMBER 2020 ~~AND~~, 27 MAY 2022 AND
15 MAY 2024]

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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 9.7~~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;

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 9.2~~9.4~~;

Elected Director means a Director who has been elected in accordance with Parts 7.14,~~9.3~~ and 9.4~~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 9.5~~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 votes cast by those entitled to vote on the resolution being cast in favour of the resolution;

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~~

Telecommunication Meeting means the contemporaneous linking together of persons in oral communications by telephone, television, videoconference, audio-visual or any other audio, visual or data device which permits instantaneous communication approved by the Directors, and conducted in accordance with Part 12.1; ~~and~~

Vice-President means the role described in Part 9.5~~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;
- 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 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.

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 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 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

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

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, including details of a Telecommunication Meeting is to be determined by the Board.
- (c) Where the AGM is conducted by way of a Telecommunication Meeting, the AGM is taken to be at the registered office of CGA.

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. details of any Telecommunication Meeting;
 - iii. in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - iv. any notice of motion received from any Member or Director; and
 - v. a list of all nominations received for any positions to be elected at the relevant General Meeting.
- (d) A notice convening a General Meeting may be given to Members either personally, by post, courier, facsimile, email or any other form of electronic communication.

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:

- 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

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.

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.

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 9.39-5 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;
 - 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 9.89-10;
 - 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 9.89-10.
- (c) If the number of eligible candidates nominated for election to positions of Elected Director pursuant to Part 9.39-5 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.
- (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

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

9.1. Composition of the Board

- (a) Until the 2027 AGM, there are to be no less than seven (7) and no more than ~~ten~~ ~~nineteen~~ (10) Directors, being:
 - i. Seven (7) Elected Directors, which includes the President; and
 - ii. up to ~~two-three~~ (32) Appointed Directors.
- (b) On and from the 2027 AGM, there are to be no less than six (6) and no more than nine (9) Directors, being:
 - i. Six (6) Elected Directors; and
 - ii. up to three (3) Appointed Directors.

where any of the Six (6) Elected Directors or up to three (3) Appointed Directors could be appointed the President.

(c) In order to facilitate a transition from the Board composition in Part 9.1(a) to the Board composition in Part 9.1(b), the election of Elected Directors at the 2024 AGM, 2025 AGM, 2026 AGM and 2027 AGM is as follows:

- i. at the 2024 AGM, two (2) Directors will be elected by Members for a term of four (4) years;
- ii. at the 2025 AGM, two (2) Directors will be elected by Members for a term of four (4) years;
- iii. at the 2026 AGM, no Directors will be elected by Members; and
- iv. at the 2027 AGM, two (2) Directors will be elected by Members for a term of four (4) years.

(d) Pursuant to Part 9.7, the Directors may appoint new Directors to the Board so long as there are no more than three (3) Appointed Directors on the Board at any time.

(e) Subject to and in accordance with Part 9.4, Part 9.5(h) and 9.7(b):

- i. Directors must not hold office (without re-election or re-appointment) for a term exceeding four (4) years;
- ii. the maximum number of terms that an Elected Director can hold office is three (3) terms; and
- iii. the maximum number of years that an Appointed Director can hold office is twelve (12) years.

9.2.—Rotation of Directors

~~Subject to Part 9.3:~~

~~in order to rotate the terms of office for Directors, the first election of Directors at the 2018 AGM is as follows:~~

- ~~(a) the President for a four (4) year term;~~
- ~~(b) two (2) Directors for a four (4) year term;~~
- ~~(c) two (2) Directors for a two (2) year term;~~
- ~~(d) two (2) Directors for a one (1) year term; and~~
- ~~(e) 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;~~

- 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 (5th) 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 (5th) 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 (5th) AGM following the election of the Director to the Board, which will occur in May 2025 in accordance with Part 6.1(a); and~~
~~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.~~

9.4.9.2. Eligibility and Disqualifying Positions

- (a) A person ~~may~~ is not eligible to be elected or appointed to hold or to continue to hold or to continue to hold office as a Director (as applicable) as a Director (as applicable) if they:
 - i. are an employee of CGA, a State Division, a Program Sport Member or an Associate Member; ~~or~~
 - ii. have held office as a Director at any time within four (4) years prior to the nomination of that person for election as a Director; or
 - ~~ii.~~ iii. have been held office as CEO of CGA at any time within ~~three~~ two (2) years prior to the nomination of that person for election as a Director ~~(both~~ each 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 immediately upon accepting the Disqualifying Position.
- (c) A person elected or appointed as a Director at the time of holding a Disqualifying Position must immediately resign from that Disqualifying Position.

9.5.9.3. 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
 - iii. be signed by the nominator.

9.6-9.4. Term of office of Elected Directors

- (a) ~~Subject to Part 9.3(b)~~ An Elected Director's ~~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 2026 AGM- and the AGMs that will occur every 4 calendar years following the 2026 AGM (being the 2030 AGM, 2034 AGM, 2038 AGM and so on) ~~in the calendar year that a Games is being held, at each AGM~~ 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-AGM~~. 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 9.8(c) ~~9.10(c)~~.
- (d) Subject to Part 9.4(e), a ~~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)~~.
- (e) Subject to Part 9.5(h)9.5(g), an Elected Director may serve as a Director for a maximum of three (3) consecutive terms of office ~~in total~~.

9.7-9.5. President and Vice-President

(a) On and from the earlier of:

- i. the 2027 AGM; or
- ii. the date the office of the current President is vacated for any reason.

~~The a~~ President, who must be a Director, shall ~~must be~~ appointed ~~elected~~ by the Board ~~Members at the AGM in the calendar year at the first Board meeting immediately after the AGM~~ following:

- iii. the term of the then current President expiring;
- iv. the then current President ceasing to be a Director; or
- v. the office of the then current President being vacated for any other reason
Games (including if the Board decides to appoint a new President).

(b) From the date a President is first appointed under Part 9.5(a), the Board shall appoint or reappoint a President each calendar year.

~~(a)~~(c) The President shall represent CGA nationally and internationally, and in their absence, the Vice-President shall act as President.

~~(b)~~(d) The Vice-President shall be ~~elected~~ appointed or reappointed by the Board ~~at the first Board meeting immediately after the AGM~~ each calendar year.

~~(c)~~(e) A person may hold the office of Vice-President only for as long as they are a Director.

~~(d)~~(f) A Director appointed by the Board to the office of President and or Vice-President under this Part may be removed and or replaced from that office by the ~~Directors~~ Board at their absolute discretion.

~~(e)~~(g) Subject to ~~9.5(h)~~ 9.5(g), a Director may serve as President for a maximum of three (3) terms. The maximum term for the President is three (3) terms. Any terms previously served as an Elected Director or Appointed Director (while not also appointed as President) will do still not (while not also appointed as President) till contribute to the calculations of the President's maximum term of office.

(h) For the appointment of the President Only: On and from the earlier of:

i. the 2027 AGM; or

ii. the date the office of the current President being vacated for any reason,

the Board has the discretion to appoint a person to the office of President that is:

iii. a Director that has served as an Appointed Director for 12 consecutive years (including but not limited to the then current President); or

iv. a Director that has served three (3) consecutive terms as an Elected Director (including but not limited to the then current President),

to serve as an Appointed Director and President for a single term of no more than four (4) years. Consequently, a Director appointed as President may serve a maximum term of sixteen (16) consecutive years or four (4) consecutive terms in office if the Board elects to exercise its discretion under this Part 9.5(h).

~~(f)~~(i) If the Board exercises its discretion under Part 9.5(h), the person acting as President must vacate the office of Director at the same time that they vacate the office of President.

9.8-9.6. 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.

9.9-9.7. Appointed Directors

(a) In addition to the Elected Directors, the Directors may themselves appoint up to ~~two~~ three (3) Appointed Directors because of their special business acumen, experience

and/or technical skills as per the Nominations Committee Charter.

- (b) A Director appointed under this Part 9.7~~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 9.5(h)~~9.5(g)~~, may serve a maximum of twelve (12) years in office in total as an Appointed Director or Elected Director.

~~9.10.9.8.~~ 9.8. **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 9.7~~9.9~~.
- (c) A Director who takes office under this Part 9.8~~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.

~~9.11.9.9.~~ 9.9. **Remuneration of Directors**

Subject to Part 9.10~~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.

~~9.12.9.10.~~ 9.10. **Honorarium**

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

~~9.13.9.11.~~ 9.11. **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.

- (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~~-four (4) years of their removal.

~~9.14~~-9.12. Vacation of Office

The office of a Director becomes vacant if the Director:

- i. is removed in accordance with Part 9.11~~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~~-9.13. 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

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;
- 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.

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 they 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 Part 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.

11.10. Minutes

The Board must cause minutes of meetings to be made and such minutes if purporting to be signed may be done so using electronic signing.

Part 12. Telecommunication meetings

12.1. Telecommunication Meeting

A General Meeting or a Board Meeting may be held by means of a Telecommunication Meeting, provided that:

- (a) the number of Members or Directors (as applicable) participating is not less than the quorum required; and
- (b) in respect of a General Meeting, the Telecommunication Meeting gives Members as a whole a reasonable opportunity to participate, including allowing Members to exercise orally and in writing any rights of Members to ask questions and be heard.

Part 13. Chief executive officer

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

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

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

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

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

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

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:

- 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

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

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

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 an ~~an fax number~~ 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 delivered in person is taken to be given on the date of delivery if delivered before 5pm on a Business Day, otherwise on the next Business Day.

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

~~iii.~~ A notice sent by post to or from a place outside Australia is taken to be given 5 Business Days after posting.

~~iii.~~ iv. A notice sent by ~~fax, or other~~ electronic means, before 5pm on a Business Day is taken to be given on the date of transmission (otherwise, if sent after 5pm, on the Business Day after it is sent (provided that the sender does not receive an automated notice generated by the sender's or the recipient's email server that the email was not delivered~~if the sender's transmission report shows that the whole notice was sent to the correct facsimile number or electronics address)~~.

Part 22. Indemnity

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

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.
- (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~~ twenty-one (21) 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. Such notice from the Company Secretary to all Members may be issued to Members together with the notice of time and place of a General Meeting pursuant to Part 6.4(c).



COMMONWEALTH GAMES AUSTRALIA

EXPLANATORY MEMORANDUM

AGENDA ITEM 8 – ATTACHMENT 5

LIFE MEMBERSHIP

The purpose of this explanatory memorandum is to provide the Members of Commonwealth Games Australia Limited (CGA) with information in relation to the nominations for Life Membership hereby proposed at the forthcoming Annual General Meeting (AGM) of CGA.

Item 8: Life Membership

In accordance with Part 4.1 (b) iv and 4.2 (d) of the constitution of CGA, a category of membership of CGA is Life Membership. Part 4.2 (d) states that *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.*

Background

In 2020, CGA established a Heritage and Awards Committee (Committee) to drive activities in recognising, promoting and celebrating CGA's heritage and the contribution of individuals and communities from within Member Sports and the Commonwealth Games Movement.

The Committee operates under the Heritage and Awards Committee Charter which, amongst other things, provides for the Committee to assist the CGA Board in identifying individuals deemed worthy of recognition, including for Life Membership.

Pursuant to Part 4.2 (d) of the constitution of CGA, the Committee recommended to the CGA Board for consideration, a candidate who, in the Committee's opinion, has '*rendered exceptional service*' to CGA.

At its meeting held on Friday 1 March 2024, the CGA Board endorsed the following candidate for Life Membership of CGA for approval by the membership.

Candidate

Ian Hanson OAM

Ian Hanson OAM has been a member of six Commonwealth Games Teams, covering three Games as a journalist before moving to media management and communications, culminating in serving as Media Director at two Games.

He has spent 45 years working in the media as an award-winning journalist, media strategist, and media manager for Australia's Olympic, Commonwealth Games and various World Championships Teams.

In 2019, Ian was awarded the Medal of the Order of Australia (OAM) for his Services to Media, Communications, and Sport, after spending over 25 years working with the Australian Swim Team (1991 - 2016), as well as with AusTriathlon.

Voting Process

Voting for this agenda item will be conducted as a Special Resolution, by a show of hands.

As per Part 1.1 Definitions of the CGA Constitution (bottom of page 5), a Special Resolution requires at least 75% of the votes cast by those entitled to vote on the resolution being cast in favour. Delegates must be in attendance at the meeting in order to cast their vote.

Members are entitled to vote as per Part 4.4 of CGA's Constitution, with two (2) votes for each Program Sport Member (maximum 44 votes) and one (1) vote for each State Division Member (maximum 5 votes). Member Delegates (i.e. proxies) must have been nominated to CGA by 10:00am (AEST) on Wednesday 8 May 2024.

How to vote

Program Sport Members: Each Program Sport Member may appoint two (2) Member Delegates to attend and vote at the AGM on their behalf.

State Division Members: State Division Members may each appoint one (1) Member Delegate to attend and vote at the AGM on their behalf. In addition to the Member Delegate appointed by a State Division Member to vote at the AGM on their behalf, each State Division Member may also invite one (1) other individual to attend the AGM on their behalf and such individual will have no authority to vote at the AGM on their behalf.

Associate Members and Life Members: Associate Members and Life Members may attend the AGM but have no voting rights and consequently, no right to appoint any Member Delegates.

If a Member entitled to attend and vote at the AGM has not yet appointed its Member Delegate(s) (i.e., a proxy), the Member should do so now by contacting CGA's Executive & Office Manager, Maria Cabeliza, on (03) 9453 9300 or maria.cabeliza@commonwealthgames.com.au to obtain, complete and return a Member Delegate (i.e., proxy) appointment form to CGA as soon as possible but no later than 10:00am on Wednesday 8 May 2024. Maria will also facilitate any travel arrangements required.

Please note that:

1. Members that are entitled to attend and vote at the AGM (being both Program Sport Members and State Division Members) are entitled to appoint a Member Delegate (i.e. a proxy).
2. A Member Delegate (i.e. a proxy) need not be a Member.
3. Program Sport Members are entitled to cast two (2) votes and may appoint two (2) Member Delegates each (i.e., proxies).
4. State Division Members are entitled to cast one (1) vote and may appoint one (1) Member Delegate each (i.e., proxies).
5. A Member Delegate must attend the AGM in person to exercise their vote.

For Members to be entitled to attend and vote at the AGM, any outstanding 2024 CGA membership fees must be paid prior to the close of business on Wednesday 8 May 2024.

Constitution

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

- by telephoning CGA on 03 9453 9300; or
- by visiting CGA's website at <https://commonwealthgames.com.au/wp-content/uploads/CGA-Ltd-Constitution-Effective-27-May-2022.pdf>