



# **BALDIVIS LITTLE ATHLETICS CENTRE INCORPORATED**

Registration Number: A1025103V

# **CONSTITUTION**

18/10/2024

## 1. VERSION CONTROL

VERSION	DATE	REVISED BY	COMMENTS
Original	Unknown	Unknown	Previous revisions not controlled.
V1.0	27/09/2023	Tracey Williamson	Review of Constitution to reflect merging of clubs and changes to Rules.
V1.1	18/10/2024	Jessica Muir	Incorporating version control and making updates throughout the document where necessary, including sections on definitions, finance, and the committee. We've also made corrections to grammar, formatting, and cross-references to ensure consistency and accuracy. Formally endorsed at a Special General Meeting.

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### 3. NAME OF THE ASSOCIATION

The name of the Association is Baldivis Little Athletics Centre Incorporated, hereafter referred to as The Centre, and with Committee approval, may adopt a trading name without affecting the powers or interpretation of this Constitution.

### 4. DEFINITIONS

In this Constitution, unless the contrary intention appears:

**Act** means Associations Incorporation Act 2015.

**Annual General Meeting** is the meeting convened under Rule 22.

**Assets Schedule** means a listing of The Centre's assets.

**Athletics West** being the State peak body for the activity of Little Athletics in Western Australia.

**By-Laws** means any By-Law, Regulation or Policy made by the Executive Committee under Rule 33.

**Chairperson** means, in relation to the proceedings at a Committee Meeting or General Meeting, the person presiding at the meeting in accordance with Sub-Rule 18.7.

**Commissioner** means the Commissioner for Consumer Protection exercising powers under the Act.

**Committee Member** means a person referred to in Rule 14.

**Committee Meeting** means a meeting referred to in Rule 18.

**Constitution** means this document.

**Centre Delegate** means any person/s nominated by the Committee to represent The Centre at a meeting of Athletics West.

**Executive Committee** means Office Bearers of The Centre, acting collectively.

**Executive Officer** hereafter referred to as the Secretary.

**Financial Year** means the period of 12 calendar months commencing on the 1<sup>ST</sup> April each year.

**General Meeting** means an Annual General Meeting or any Special General Meeting of The Centre.

**Individual Member** means a person defined in Sub-Rule 7.1.3.

**Intellectual Property** means all rights or goodwill subsisting in copyright, business names, names, trademarks (or signs), logos, designs, patents, or service marks (whether registered or registrable) relating to the Association or any event, competition, or activity of or conducted, promoted, or administered by The Centre.

**Life Member** means a person upon whom life membership of The Centre has been conferred under Rule 7.1.4.

**Little Athletics** means an athletic activity for persons of an age determined by Little Athletics Australia and the Centre from time to time.

**Member** means member of The Centre as defined in Rule 7.

**Office Bearer** means a position held on the Centre's Committee referred to in Rule 14.

**Policy** means a Policy established under By-Laws of The Centre.

**Poll** means voting conducted in written or electronic form (as opposed to a show of hands).

**Rules** means the Rules of Little Athletics Australia and/or Athletics West as amended from time to time.

**Special General Meeting** means a General Meeting other than an Annual General Meeting or Committee Meeting convened in accordance with Rule 25.

**Special Resolution** means a special resolution passed in accordance with the Act and requiring seventy-five per cent (75%) majority vote of the Members present and eligible to vote at a General Meeting, and as referred to in Sub-Rule 26.8.

**The Centre** means Baldivis Little Athletics Centre Incorporated.

**Vote** means a formal indication of a choice between two (2) or more candidates or courses of action, expressed typically through a ballot or a show of hands.

## 5. OBJECTS

### 5.1 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include all genders;
- (e) a references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code, or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) a reference to “writing” shall unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

Any matters of ambiguity relating to this Constitution shall be resolved by the Executive Committee in its sole discretion.

### 5.2 Obligations to Athletics West

As a consequence of affiliation with Athletics West:

- (a) The Centre shall be bound at all times to abide by the Constitution, Rules, By- Laws and Policies of Athletics West.
- (b) Should The Centre fail to fulfil its obligations to Athletics West by virtue of unduly neglecting, disregarding, or abusing the aims and/or powers set out hereunder, or otherwise operate in a manner not in the best interest of Little Athletics as a whole, Athletics West shall be empowered to arrange a meeting with The Centre’s Executive Committee to resolve the matters.
- (c) The Centre cannot change its name, uniform or colours or part thereof without the expressed approval of Athletics West.
- (d) The Centre shall complete and submit the affiliation forms and pay the annual affiliation fee prior to the date prescribed by Athletics West each year, before accepting athlete registrations for the following season.



- (e) The Executive Committee shall submit to the Annual General Meeting of The Centre the Annual Report, Financial Reports as required by the Act and Assets Schedule for the adoption by members present. One (1) digital copy shall be forwarded to Athletics West, within thirty days (30) of the date of the Annual General Meeting of The Centre. Copies of the Annual Report, which include the Financial Report and Assets Schedule, will be made available to all members at the Annual General Meeting and via The Centre's website. A hard copy will be made available to any member on request.

### 5.3 Objects of The Centre

The objects of The Centre are to:

- (a) encourage family and community involvement in Little Athletics as a means of furthering the development of youth;
- (b) encourage and promote the idea of children participating in Little Athletics for personal satisfaction through the improvement of their own level of performance in a wide range of events; and
- (c) encourage the fullest participation by athletes and officials to maintain the highest level of sporting endeavour and fair play.

Other objects of The Centre are to:

- (a) promote and administer athletic competition for participants who are registered with Athletics West;
- (b) work with other similar bodies to develop and grow Little Athletics and athletics across Western Australia;
- (c) seek and maintain affiliation with Athletics West;
- (d) enhance the sustainability of Athletics West, The Centre and its Members;
- (e) align infrastructure development and access to facilities with growth of participation; and
- (f) increase the profile of athletics in Western Australia.

## 6. POWERS OF THE CENTRE

The powers conferred on The Centre are the same as those conferred by the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, The Centre may do all things necessary or convenient for carrying out its objects and purposes, and may:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money:

- (i) in any security in which trust monies may lawfully be invested; or
- (ii) in any other manner authorised by the Rules of The Centre;
- (d) borrow money upon such terms and conditions as The Centre thinks fit;
- (e) give such security for the discharge of liabilities incurred by The Centre as The Centre thinks fit;
- (f) appoint agents to transact any business of The Centre on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) may act as trustee and accept and hold real and personal property upon trust but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or this Constitution.

## **7. MEMBERSHIPS**

### **7.1 Category of Memberships**

Subject to Sub-Rule 7.3, The Centre shall consist of the following Memberships:

- (a) Registered Little Athlete;
- (b) Ordinary Membership;
- (c) Individual Membership;
- (d) Life Membership; and
- (e) Such new categories of Memberships, created in accordance with Sub-Rule 7.3.

#### **7.1.1 *Registered Little Athlete***

A Registered Little Athlete shall:

- (a) be within the prescribed age range for registration as defined by Athletics Australia;
- (b) be registered with The Centre;
- (c) provide evidence of date of birth upon application for membership;
- (d) pay all fees associated with membership of The Centre and Athletics Australia; and
- (e) Have no voting rights.

#### **7.1.2 *Ordinary Membership***

An Ordinary Member:

- (a) may be a parent/guardian/carer of a Registered Little Athlete as defined in Sub-Rule 7.1.1;
- (b) subject to this Constitution, may attend General Meetings and shall have the right to debate or vote; and
- (c) will ensure the requirements of Sub-Rule 7.1.1 are met.

Irrespective of the number of Registered Little Athletes, parental votes are limited to one (1) vote per Ordinary Member.

### 7.1.3 *Individual Membership*

An Individual Member:

- (a) are those individuals who volunteer at Centre level on a regular basis but are not the parent/guardian/carer of any Registered Little Athlete;
- (b) must submit their details with The Centre, along with a copy of a current screening check as referred to in the By-Laws Rule 14; and
- (c) subject to this Constitution, may attend General Meetings and shall have the right to debate or vote, subject to Sub-Rule 7.1.3 (b) being fulfilled and current.

### 7.1.4 *Life Membership*

- (a) Will be appointed in accordance with the criteria and procedure set out, from time to time by the Executive Committee, in the policies. Any conditions, obligations or privileges of life members shall be as prescribed in the policies. Life Members, subject to this Constitution, may attend General Meetings and shall have the right to debate or vote.

Each membership of The Centre shall be bound by this Constitution and By-Laws of The Centre and the Rules, Regulations and By-Laws of Athletics West.

## 7.2 Patron and Vice Patron

- (a) The Centre at its Annual General Meeting may appoint annually, on the recommendation of the Executive Committee, a Patron and/or Vice Patron, subject to approval by the Members. Patrons and/or Vice Patrons, subject to this Constitution, may attend General Meetings, but shall have no right to debate or vote.

## 7.3 Creation of New Categories

- (a) The Executive Committee has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined appropriate, even if the effect of creating a new category is to alter rights, privileges, or obligations of an existing category. No new category of membership may be granted voting rights without the approval of Members.

## 7.4 Register of Members

- (a) All Members shall submit their details directly to The Centre. The Centre shall then submit these details to Athletics West.

## 8. REGISTER OF MEMBERS OF THE CENTRE

- (a) The Registrar, on behalf of The Centre, must comply with the Act by keeping and maintaining in an up-to-date condition a secure register of the Members of The Centre and their contact details as prescribed in the Act.
- (b) Upon the request of a Member, The Centre shall make the register available for the inspection of the Member and the Member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (c) In accordance with the Act, The Centre may charge a fee for the provision of accessing the register. The Centre may also require a member who wishes to obtain a copy of the register to provide a statutory declaration setting out the purpose for which the application is made.
- (d) The register must be kept at the principal place of administration of The Centre.
- (e) The Registrar must cause the name of a person who dies or who ceases to be a Member under Rule 10 to be deleted from the register of Members.
- (f) Subject to confidentiality considerations and the Privacy Act (if applicable), the register may be used by The Centre to further the objects of The Centre, as the Executive Committee considers appropriate.

## 9. SUBSCRIPTIONS AND FEES

### 9.1 Registered Little Athlete Fees

- (a) Registered Little Athletes shall each financial year, pay membership fees consisting of:
  - (i) The Centre fee, and
  - (ii) the Athletics West fee.
- (b) The annual membership subscription, fees, and any levies payable by Members to The Centre, the basis of, the time for and manner of payment shall be as determined by the Executive Committee from time to time.
- (c) Any Member that has not paid all monies due and payable to The Centre may (subject to the Executive Committee's discretion) have all rights under this Constitution immediately suspended from the expiry of the time, prescribed in Rule 10(b) of this Constitution. Rights will be suspended until such time as the monies are fully paid or as otherwise determined at the Executive Committee's discretion. In the meantime, the Member shall have no automatic right to resign from The Centre and shall be dealt with at the Executive Committee's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that Member as

a Member, or impose other conditions or requirements as the Executive Committee considers appropriate.

## 9.2 Other Registered Member Fees

- (a) Life Members and Individual Members of The Centre shall not pay any fees to The Centre.

## 10. TERMINATION OF MEMBERSHIP OF THE CENTRE

Membership of The Centre may be terminated upon:

- (a) receipt by The Centre of a notice in writing from a Member of their resignation from The Centre. Such Member remains liable to pay to The Centre the amount of any subscription due and payable by that Member to The Centre but unpaid at the date of termination; or
- (b) non-payment by a Member of their membership fees within three (3) months of the date fixed by The Centre for subscriptions to be paid, unless the Executive Committee decides otherwise; or
- (c) expulsion of a Member in accordance with Rule 11.

## 11. SUSPENSION OR EXPULSION OF MEMBERS OF THE CENTRE

- (a) If the Executive Committee considers that a Member should be suspended or expelled from membership of The Centre because of conduct detrimental to the interests of The Centre, the Executive Committee must communicate in writing, to the Member:
  - (i) notice of the proposed suspension or expulsion and of the time, date, and place of the Executive Committee Meeting at which the question of that suspension or expulsion will be decided; and
  - (ii) particulars of that conduct, not less than thirty (30) days before the date of the Executive Committee Meeting referred to in paragraph (i).
- (b) At the Executive Committee Meeting referred to in a notice communicated under Rule 11 (a) the Executive Committee may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to the Executive Committee, suspend or expel or decline to suspend or expel that Member from membership of The Centre and must, after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.
- (c) Subject to Rule 11 (e), a member has their membership suspended or ceases to be a Member fourteen (14) days after the day on which the decision to suspend or expel a Member is communicated to them under Rule 11 (b).
- (d) A Member who is suspended or expelled under Rule 11 (b) must, if they wish to appeal against that suspension or expulsion, give notice in writing to the Executive Committee of their intention to do so within the period of fourteen (14) days referred to Rule 11 (c).

- (e) When notice is given under Rule 11 (d):
- (i) The Centre in a General Meeting, must either confirm or set aside the decision of the Executive Committee to suspend or expel the Member, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, The Centre at the General Meeting;
  - (ii) the Member who gave that notice is not suspended or does not cease to be a Member unless and until the decision of the Executive Committee to suspend or expel them is confirmed under this Sub-Rule; and
  - (iii) any decision shall be recorded in the minutes of each relevant Executive Committee Meeting.

## **12. DISCIPLINE OF MEMBERS**

Where the Executive Committee is advised or considers that a member has allegedly:

- 1) breached, failed, refused, or neglected to comply with a provision of this Constitution, Policies or any resolution or determination of the Executive Committee or any duly authorised Committee; or
- 2) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of The Centre and/or the sport of athletics and its related disciplines; or
- 3) breached the Code of Conduct; or
- 4) brought The Centre, the sport of athletics, or its related disciplines into disrepute:

the Executive Committee may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties, and appeal mechanisms of The Centre as set out in The Centre's policies.

## **13. POWERS OF THE EXECUTIVE COMMITTEE**

Subject to the Act and this Constitution the governance of The Centre shall be exercised by the Executive Committee. In particular, the Executive Committee as the controlling authority of The Centre shall be responsible for acting on all Centre issues in accordance with the objects of The Centre and shall operate for the collective and mutual benefit of The Centre and the sport of athletics within Western Australia.

The Executive Committee, subject to the Act and this Constitution, shall have the power, jurisdiction, and authority to do all things necessary to carry out the business, the affairs, and the objects of The Centre.

The Executive Committee's Office Bearers shall comply with The Centre Charter, including but not limited to the following actions:

- a duty of care and diligence;
- a duty to act in good faith in the best interests of The Centre and for a proper purpose; and
- a duty to not use one's position and a duty to not misuse information obtained through the position to gain an advantage for self or someone else or to cause detriment to The Centre.

The duties outlined in Rule 13 will also apply to other officers of The Centre, which include persons who:

- participate in making decisions that affect a whole or substantial part of The Centre operations;
- have the capacity to significantly affect The Centre's financial standing; and
- with whose instruction the Executive Committee is accustomed to act.

### 13.1 Non-Executive Committee and Sub-Committee Members

- (a) The Executive Committee may, from time to time, appoint Non-Executive Committee and Sub-Committee Members to undertake specific tasks as determined by the Executive Committee. These Members shall be comprised of suitably skilled individuals as deemed appropriate by the Executive Committee. An Office Bearer of the Executive Committee shall be appointed as President of any such Non-Executive Committee and Sub-Committee. The terms of reference for each of these Members shall be determined by the Executive Committee.

## 14. COMPOSITION OF THE COMMITTEE

### 14.1 Executive Committee

- (a) The day-to-day administration of The Centre shall be entrusted to the Executive Committee.
- (b) The Executive Committee shall consist of nine (9) Office Bearer's as follows:
- 1) President
  - 2) Vice President
  - 3) Secretary
  - 4) Treasurer
  - 5) Registrar
  - 6) Equipment Officer
  - 7) Records and Rankings Officer
  - 8) Team Manager
  - 9) Arena Manager
- (c) The Executive Committee duties and responsibilities are outlined in The Centre By-Laws.

### 14.2 Non-Executive Committee

- (a) The Non-Executive Committee do not form part of the Executive Committee but are essential in the running of the day-to-day business of The Centre and will be referred to in The Centre By-Laws.

### 14.3 Sub-Committee

- (a) The Sub-Committee do not form part of the Executive Committee or the Non-Executive Committee but are essential in the running of all competitions of The Centre and will be referred to in The Centre By-Laws.

## 15. OFFICE BEARERS OF THE COMMITTEE

### 15.1 Qualifications for Office Bearers

- (a) Office Bearers should have some knowledge of athletics or its strategic direction, its stakeholders, and a commitment to the development of the sport of athletics.

### 15.2 Elections of Office Bearers

- (a) The Secretary must send a notice calling for nominations to all Members at least fourteen (14) days before the date for the close of nominations. The notice shall notify each Member of the positions on the Committee for which an election is to be held.
- (b) A nominee must be a Member of The Centre and be over the age of 18 years.
- (c) Nominations for Office Bearers must be:
  - (i) in writing on the form provided for that purpose;
  - (ii) signed and dated by the nominee expressing a willingness to accept the position for which they have nominated; and
  - (iii) by signing the nomination form they are acknowledging they are NOT considered to be in one of the follow categories:
    - are an undischarged bankrupt or their affairs are under insolvency laws;
    - have been convicted of an offence in connection with the promotion, formation or management of a body corporate;
    - have been convicted of an offence involving fraud or dishonesty punishable on conviction by at least three (3) months or more imprisonment; or
    - have been convicted of an offence under Division 3 (the duties of officer's provisions) or section 127 (the duty with respect to incurring debt) of the Act.
- (d) The date for the close of nominations shall be twenty-one (21) days prior to the Annual General Meeting, where all nominations must be received by the Secretary.
- (e) Nominees are expected to attend The Centre's Annual General Meeting to have their nominations accepted, except in extenuating circumstances.
- (f) If the number of nominations received for the Committee is equal to the number of vacancies to be filled, then those persons nominated shall be duly elected providing their nominations are both moved and seconded by Members in attendance.
- (g) If the number of nominations exceeds the number of vacancies to be filled, voting for those persons nominated shall take place at the Annual General Meeting by way of secret ballot. The person receiving the most votes will be elected.
- (h) If vacancies remain on the Committee after the declaration under Sub-Rule 15.2 (d), additional nominations of Committee Members may be accepted from the floor of the Annual General Meeting in accordance with Sub-Rule 15.2 (g). If such nominations from the floor do not exceed the number of vacancies, the President must declare those persons to be duly elected as Members of the Committee, providing their nominations are both moved and seconded by Members in attendance. Where the number of nominations from the floor exceeds the



remaining number of vacancies on the Committee, elections for those positions must be conducted as per Sub-Rule 15.2 (g).

- (i) Members can only hold one position on the Committee referred to in Rule 14.

### 15.3 Term of Appointment

- (a) Subject to the transitional provisions contained in Rule 20, Office Bearers shall be in accordance with this Constitution, for a term of one (1) year, which shall commence from the conclusion of the Annual General Meeting at which the election occurred and continue until the conclusion of the Annual General Meeting following.
- (b) Should any adjustment to the term of Office Bearers under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, the adjustment shall be determined by the Executive Committee and be voted by Members at an Annual General Meeting or Special General Meeting for that purpose. Elections to subsequent Executive Committees shall then proceed in accordance with the procedures in this Constitution with approximately half of the Office Bearers' positions being declared vacant each year.

## 16. LEAVE OF ABSENCE

The Executive Committee may, in its discretion, grant leave of absence to an Office Bearer following consideration of an application submitted in writing to the Executive Committee provided:

- (a) if such period is less than six (6) months, the Executive Committee may appoint a temporary replacement from amongst the Members;
- (b) if, in the case of an Office Bearer, such period is six (6) months or more, that Office Bearer is taken to have resigned their position and a casual vacancy arises, but the Office Bearer shall be entitled to seek re-election at the Annual General Meeting at which their term of office would otherwise have expired; and
- (c) the leave of absence cannot exceed the remaining term of office of the Office Bearer.

## 17. VACANCIES OF THE COMMITTEE

### 17.1 Grounds for Termination of an Office Bearer

In addition to the circumstances in which the office of an Office Bearer becomes vacant by virtue of the Act, the office of an Office Bearer becomes vacant if the Office Bearer:

- (a) dies;
- (b) becomes bankrupt or is required to make any arrangement or composition with creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;

- (d) resigns from office in writing to The Centre;
- (e) is absent without the consent of the Executive Committee from three (3) consecutive meetings of the Committee;
- (f) takes up any office of salaried employment of Athletics West or alike;
- (g) without the prior consent or later ratification of The Centre in a General Meeting holds any position of remuneration under The Centre;
- (h) is directly or indirectly interested in any contract or proposed contract with The Centre and fails to declare the nature of that interest;
- (i) if found to be an undischarged Bankrupt and does not declare their Bankruptcy to the Executive Committee or offer their resignation;
- (j) is removed from office by Special Resolution under Sub-Rule 17.2;
- (k) would otherwise be prohibited from being an Office Bearer of a corporation under the Corporations Act or is disqualified from office under the Act;
- (l) breaches Committee confidentiality such that the breach poses serious and indefensible circumstances with regards the Office Bearer's fiduciary duty to The Centre or the Committee's good governance of The Centre; or
- (m) brings the sport of athletics into disrepute.

## 17.2 Removal of an Office Bearer

- (a) The Centre in a Special General Meeting may by Special Resolution with a majority vote of at least seventy-five per cent (75%), remove any Office Bearer before the expiration of their term of office. Office Bearers may only be considered for removal if the circumstances reflect any points listed in Sub-Rule 17.1. If an Office Bearer is removed in accordance with this Rule, the office of the Office Bearer becomes vacant and shall be filled as a casual vacancy in accordance with Sub-Rule 17.3.
- (b) Where the Office Bearer to whom a proposed resolution referred to in Sub-Rule 17.2 (a) makes representations in writing to the President and requests that such representations be notified to the Members, the President may send a copy of the representations to Member or, if they are not so sent, the Office Bearer may require they be read out at the Special General Meeting referred to in Sub-Rule 17.2 (a) and the representations shall be so read.
- (c) Any written communication must be of reasonable length and must not contain any illegal, offensive, or defamatory material.
- (d) At the Special General Meeting referred to in Sub-Rule 17.2 (a) the person whose removal is proposed shall have the right to address the meeting.
- (e) Removal of any Office Bearer shall be without prejudice to any legal claim they may have against The Centre or that The Centre may have against the Office Bearer in respect of matters arising before or after such removal.

### 17.3 Casual Vacancies

- (a) In the event of a casual vacancy of an Office Bearer, the Executive Committee shall source interested persons from Members to find a replacement Office Bearer and appoint a suitable person for the remainder of the vacating Office Bearers term.

### 17.4 Remaining Office Bearers May Act

- (a) In the event of a casual vacancy or vacancies in the office of an Office Bearer, the remaining Office Bearers may act but, if the number of remaining Office Bearers is not sufficient to constitute a quorum at a meeting of the Executive Committee, they may act only for the purpose of increasing the number of Office Bearers to a number sufficient to constitute such a quorum.

## 18. MEETINGS OF THE COMMITTEE

### 18.1 Committees to Meet

- (a) The Committee shall meet at least four (4) times between each Annual General Meeting of The Centre at such place and times as the Committee may determine, for the dispatch of business. The President shall, on the requisition of two (2) Office Bearers, convene a meeting of the Committee within 14 days.

### 18.2 Decisions of Committees

- (a) Subject to this Constitution, each Office Bearer (with the exception of the President) has a deliberative vote. Questions arising at any meeting shall be decided by a majority of votes, but, if there is no majority, the President will have a casting vote.
- (b) All questions so decided shall for all purposes be deemed a determination of the Committee.
- (c) Shared positions will only have one (1) vote.
- (d) An Office Bearer may only cast one (1) vote, including when carrying out the duties of a vacant position until filled.

### 18.3 Resolutions not in Meeting

- (a) A resolution in writing, signed, assented to, or endorsed by electronic mail or other form of reproducible record by all the Office Bearers shall be as valid and effectual as if it had been passed at a meeting of Office Bearers duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Office Bearers.
- (b) For purposes of clarity, a majority vote of Office Bearers shall be sufficient to pass a resolution not in meeting as referred to in Sub-Rule 18.2.
- (c) Without limiting the power of the Committee to regulate their meetings as they think fit, a meeting of the Committee may be held where one or more of the Office Bearers is not

physically present at the meeting, provided that;

- (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of physical or electronic communication;
- (ii) notice of the meeting is given to all the Office Bearers entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee and such notice does not specify that Office Bearers are required to be present in person; and
- (iii) if failure in communications prevents condition (i) from being satisfied by that number of Office Bearers which constitutes a quorum, and none of the Office Bearers are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until condition (ii) is satisfied again. If such a condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated.

#### 18.4 Quorum

- (a) At Committee Meetings, the number of Office Bearers whose presence or participation under Rule 14 is required to constitute a quorum shall be one (1) more than fifty per cent (50%) of the current Committee positions held.
- (b) When Committee Meeting lapses due to lack of a quorum, the President shall convene a second Committee Meeting within a period of fourteen (14) days.

#### 18.5 Notice of Committee Meetings

- (a) Unless all Office Bearers agree to hold an extraordinary meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than seven (7) days oral or written notice of the meeting shall be given to all Office Bearers by the Secretary. The agenda shall be forwarded to all Office Bearers not less than three (3) working days prior to such meeting.

#### 18.6 Validity of Committee Decisions

- (a) A procedural defect in decisions taken by the Committee shall not result in such decisions being invalidated.

#### 18.7 Chairperson of Committee Meetings

- (a) The President shall preside at every meeting of the Committee. If the President is not present, or is unwilling or unable to preside, the Office Bearers shall choose one of their number present to preside as Chairperson for that meeting only. Where the President is granted a leave of absence by the Executive Committee a replacement Chairperson may be elected for the duration of the absence.

#### 18.8 Open Meetings

- (a) All meetings are open to all Members who wish to attend subject to the business conducted with closed or open doors rule referred to in The Centre By-Laws.

## 18.9 Procedure of Meetings

- (a) The Committee shall conduct meetings as per the procedure outlined in the By-Laws, or at such times as the Committee may determine and on any additional occasions as requested by the President or other Office Bearers of the Committee.

## 18.10 Minutes of Committee Meetings

- (a) The Secretary is to ensure proper minutes of all proceedings of all meetings are to be taken and kept after the holding of each meeting. Minutes may be kept electronically or in a minute book kept for that purpose.
- (b) Once completed, minutes are to accompany the notice of the next meeting which is sent to all Office Bearers.
- (c) Minutes are to be approved and seconded at the next meeting.

## 19. CONFLICTS

### 19.1 Office Bearers' Interests

- (a) An Office Bearer is disqualified from holding any position of profit or position of employment in, or in any company in which The Centre is a shareholder or otherwise interested or from contracting with The Centre either as a vendor, purchaser or otherwise except pursuant to an express resolution of approval of the Executive Committee. Subject to this Rule, any contract or arrangement entered by or on behalf of The Centre in which any Office Bearer is in any way interested will be voided for such reason.

### 19.2 Conflict of Interest

An Office Bearer shall declare an interest in any:

- contractual matter;
- selection matter;
- judicial or disciplinary matter;
- sponsorship matter;
- material personal interest;
- other financial matter;

in which a conflict of interest arises or may arise and shall absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. In the event of any uncertainty as to whether it is necessary for an Office Bearer to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee, or if this is not possible, the matter shall be adjourned or deferred.

### 19.3 Disclosure of Interests

- (a) The nature of the interest of such Office Bearer must be declared by the Office Bearer at the meeting of the Committee at which the contract or other matter is first taken into consideration, if the interest then exists or in any other case at the first meeting of the Committee after the acquisition of the interest. If an Office Bearer becomes interested in a contract or other matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Committee held after the Office Bearer becomes so interested.
- (b) Conflicts of Interest shall be a standing agenda item at meetings of the Committee, and it is the duty of the President to ensure that any declaration made, or any general notice given by an Office Bearer is recorded in the minutes.
- (c) Conflict of Interest registered by Office Bearers will also be declared at the Annual General Meeting.

## 20. TRANSITIONAL PROVISIONS

### 20.1 Transitional Committee

- (a) Upon the adoption of this Constitution, the Committee at the Annual General Meeting preceding the adoption (the transitional Committee) will continue as the Committee of The Centre, with each Office Bearer serving out the remainder of their term. The transitional Committee shall, consistent with this Constitution, do such things and act in such manner as is necessary to further the objects of The Centre during its term. The quorum for a meeting of the transitional Committee shall be one (1) more than fifty per cent (50%) of the current Committee positions held.

### 20.2 Committee President During Transitional Period

- (a) The President shall preside at every meeting of the transitional Committee. If the President is not present, unwilling, or unable to preside, the Office Bearers shall choose one of their number present to preside as Chairperson for that meeting only.

### 20.3 Transitional Committee Vacancies

- (a) Upon the adoption of this Constitution, the transitional Committee may appoint a person to one of the Office Bearer positions referred to in Rule 14.

## 21. DELEGATES

### 21.1 Appointment of Delegates

- (a) The Centre may appoint two (2) Delegates to represent at any Athletics West meetings that The Centre is entitled to attend. However, only one (1) Delegate may vote on behalf of The Centre.

- (b) A Delegate must be a current Member of The Centre and over the age of 18 years.

## 21.2 The Centre to Advise

- (a) The Centre shall advise Athletics West within fourteen (14) days of any change to their nominated Delegate. Nominations may include alternate Delegates where the nominated Delegate is unable to fulfil the role. Notification must be in the approved form including The Centre, address and contact details of the Delegate.

## 22. GENERAL MEETINGS

An Annual General Meeting of The Centre shall be held in accordance with the provisions of the Act and this Constitution, on a date and at a venue to be determined by the Committee, in every calendar year within four (4) months after the end of The Centre's financial year or such longer period as may in a particular case be allowed by the Commissioner.

All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

### 22.1 Entitlement to Attend General Meeting

- (a) Notwithstanding any other Rule, no Member shall take part in a General Meeting, unless all monies in accordance with Rule 9, then due and payable to The Centre are paid.

## 23. NOTICE OF GENERAL MEETINGS

The Secretary shall be responsible for:

- (a) giving notice of the General Meeting to all Committee, Members, and Life Members;
- (b) notice of the General Meeting shall be given at least twenty-one (21) days prior to the meeting and shall specify the place, the day and time of the General Meeting; and
- (c) distributing, to all Committee, Members, and Life Members, at least seven (7) days prior to the General Meeting, an agenda for the meeting stating the business to be transacted, together with any notice of motion received or forms applicable to the intended business.

Notice for a General Meeting shall be given, by way of The Centre newsletter, special newsletter, email or by any form deemed appropriate to all Members of The Centre.

## 24. BUSINESS OF GENERAL MEETINGS

### 24.1 Business of General Meetings

- (a) The business to be transacted at the Annual General Meetings includes the presentation of annual financial accounts, reports of the Committee (including the activities of The Centre during the preceding Financial Year and activities of the Committee), auditors report (when applicable) and the confirmation of elected Office Bearers and Life Members.
- (b) All business that is transacted at an Annual General Meeting, with the exception of those matters set out in Rule 25, shall be special business.

## 24.2 Business Transacted

- (a) No business other than that stated on the notice of the meeting or agenda shall be transacted at that meeting.

## 25. SPECIAL GENERAL MEETINGS

- (a) Excluding the Annual General Meeting, the Committee may, whenever it thinks fit, convene Special General Meetings on dates and at venues to be determined by the Committee.
- (b) The Committee shall, at the request in writing of no less than fifty per cent (50%) of voting Members convene a Special General Meeting.
- (c) The requisition for a Special General Meeting shall state the objective(s) of the meeting; shall be sent to the voting Members; and shall be signed by the Members making the requisition.
- (d) If the Committee does not cause a Special General Meeting to be held within two (2) months after the date on which the requisition is sent to The Centre, the voting Members making the requisition, may convene a Special General Meeting to be held not later than one (1) month after that date.
- (e) A Special General Meeting convened under this Rule 25 (a) of this Constitution shall be convened in the same way meetings are convened by the Committee. No business except for that for which the meeting has been called, shall be transacted at such Special General Meeting.
- (f) In accordance with the Act, should the Commissioner for Consumer Protection direct that a Special General Meeting be held, it will be conducted in accordance with this Constitution.

## 26. PROCEEDINGS AT GENERAL MEETINGS

### 26.1 Quorum

- (a) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for a General Meeting of The Centre shall consist of at least fifty per cent (50%) of the Committee.

### 26.2 Chairperson of General Meetings



- (a) The President shall, subject to this Constitution, preside as Chairperson at every General Meeting of The Centre. If the President is not present, is unwilling, or unable to preside, the Office Bearers shall choose one of their number present who shall, subject to this Constitution, preside as Chairperson for that meeting only.

### 26.3 Adjournment of Meeting

- (a) If within thirty (30) minutes from the time appointed for the General Meeting, a quorum is not present, the meeting shall be adjourned to such other day, such other time and place as may be determined under Sub-Rule 26.3 (b).
- (b) When any General Meeting lapses due to lack of a quorum, the Secretary shall convene a second meeting within a period of fourteen (14) days. If at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the business shall be transacted, provided the Members then present, is not less than half the number required for a quorum.
- (c) The Chairperson may, with the consent of any General Meeting at which a quorum is present, and shall, if so, directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (d) When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (e) Except as provided in Sub-Rule 26.3 (d) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

### 26.4 Voting Procedure

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chairperson; or
- (b) by at least three (3) Members present in person at the meeting.

### 26.5 Voting Entitlements

- (a) Subject to this Constitution; eligible Members shall be entitled to one (1) vote at General Meetings in accordance with Sub-Rule 7.1.2
- (b) All eligible Members wishing to vote must be present at the General Meeting.

### 26.6 Recording of Determinations

- (a) Unless a Poll is demanded under Sub-Rule 26.4, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost and an entry to the minutes of the proceedings of The Centre shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of

or against the resolution.

## 26.7 Where Poll Demanded

- (a) If a Poll is duly demanded under Sub-Rule 26.4 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs and the result of the Poll shall be the resolution of the meeting at which the Poll was demanded.

## 26.8 Resolutions at General Meetings

- (a) Except where a Special Resolution is required, all motions at General Meetings shall be determined by a majority vote of eligible Members.

## 26.9 Minutes of General Meetings

- (a) The Secretary shall ensure that minutes of the resolutions and proceedings of each General Meeting are minuted, together with a record of the names of persons present at all meetings.
- (b) Any Member of The Centre, on giving reasonable notice to the Secretary, may inspect the Minutes of any General Meeting.
- (c) Within fourteen (14) days after each General Meeting, the Secretary shall supply to each Committee Member a copy of the minutes of the General Meeting.

## 26.10 Procedure of General Meetings

- (a) Subject to this Constitution, the procedures for General Meetings are outlined in The Centre By-laws.

# 27. PROXY AND MAIL VOTING

## 27.1 Proxy Voting Not Permitted

- (a) Proxy voting shall not be permitted at General Meetings.

## 27.2 Mail Voting

- (a) Should an issue arise between General Meetings which require a decision or ratification by Members, the Secretary may at its discretion submit a proposed motion to a mail vote in such manner as it considers necessary.
- (b) Any such mail vote shall be in accordance with the following procedure:
  - (i) The Secretary shall, upon receipt of the directive, as soon as practicable, dispatch a copy of the proposed resolution to each Member eligible to vote.
  - (ii) Such dispatch shall be, at the discretion of the President, either by post or by

electronic mail and shall be accompanied by a notice stating the date on which the voting shall close and indicating whether voting is by post or electronic mail.

- (iii) The dispatch of the proposed resolution and notice shall be deemed to have been received by each Member:
  - 1) in the case of dispatch by post - five (5) working days after posting;
  - 2) in the case of dispatch by electronic mail – on successful delivery to the entities nominated electronic mail address.
- (c) All votes shall be received by the Secretary in the case of:
  - (i) mail votes – within fourteen (14) days of dispatch of the proposed motion and notice, unless otherwise advised;
  - (ii) electronic mail (e-mail) – no later than midday on the normal working day preceding the date upon which the voting shall close.
- (d) Upon the close and counting of voting, a scrutineer appointed by the Secretary shall examine the votes as tallied and advise each Member of the result.
- (e) A vote on any proposed motion captured by authenticated electronic voting system/s via an independent registered organisations on behalf of The Centre, shall be valid and binding in all respects.

## **28. RULES OF THE CENTRE**

The Centre may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in the Act. The Constitution shall be reviewed at least every two (2) years.

- (a) Amendments to the Constitution may be made at the Annual General Meeting or Special General Meeting called for the purpose of amending the Constitution provided that twenty-one (21) days' notice is given.
- (b) Notice of changes to the Constitution must include the changes that are being proposed for change.
- (c) Amendments to the Constitution require seventy-five per cent (75%) majority of the Members present and willing to exercise their right to vote.
- (d) Amendments to the Constitution which have been passed by The Centre, shall be forwarded to the Athletics West Board for approval and then lodged with the Department of Mines, Industry Regulation and Safety (DMIRS) in accordance with provisions of the Act.

## **29. COMMON SEAL OF THE CENTRE**

- (a) The Centre may have a common seal on which its corporate name appears in legible characters.
- (b) The common seal of The Centre may not be used without the express authority of the Executive Committee.

- (c) The affixing of the common seal of The Centre must be witnessed by any two (2) of the President, an Office Bearer, and the Secretary.
- (d) The common seal of The Centre must be kept in the custody of the President or such other person as the Executive Committee from time to time decides.

### **30. DISPUTES AND MEDIATION**

- (a) The grievance procedure set out in the Athletics Australia National Member Protection Policy May 2016 (as amended from time to time) applies to disputes under this Constitution between:
  - (i) a Member and another Member;
  - (ii) a Member and The Centre;
  - (iii) The Centre and Little Athletics Australia; or
  - (iv) if The Centre provides services to Non-Members, those Non-Members who receive services from The Centre.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator, in accordance the Athletics Australia National Member Protection Policy.
- (d) If a dispute between Members that relates to the Rules of The Centre cannot be resolved through this process, it will be possible to make an application for the matter to be heard by the State Administrative Tribunal. It is open to the State Administrative Tribunal to refer the dispute, or any aspect of it, for mediation or to make orders for the resolution of the dispute.
- (e) In limited circumstances the Commissioner for Consumer Protection will be able to apply to the State Administrative Tribunal for the appointment of a statutory manager to administer the affairs of the association.

### **31. NOT FOR PROFIT**

The property and income of The Centre must be applied solely towards the promotion of the objects or purposes of The Centre and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of The Centre, except in good faith in the promotion of those objects or purposes.

### **32. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE CENTRE**

If upon the winding up or dissolution of The Centre there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members, or former Members. The surplus property must be given or transferred to another Association incorporated

under the Act which has similar objects, and which is not carried out for the purposes of profit or gain to its Members, and which shall be determined by resolution of The Centre.

### **33. BY-LAWS AND POLICIES**

#### **33.1 Committee to Formulate By-Laws and Policies**

- (a) The Committee may (by itself or by delegation) formulate, approve, issue, adopt, interpret, and amend such regulations and policies for the proper advancement, management and administration of The Centre, the advancement of the objects of The Centre and the sport of athletics as it thinks necessary or desirable. Such policies must be consistent with this Constitution.

#### **33.2 Policies Binding**

- (a) All policies made under this Rule shall be binding on The Centre and its Members.

#### **33.3 Policies Deemed Applicable**

- (a) All By-Laws, Regulations and Policies of The Centre and Athletics West in force at the date of the approval of this Constitution under the Act in so far as such By-Laws, Regulations and Policies are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be regulations and policies under this Rule.

#### **33.4 Notices Binding on Members**

- (a) Amendments, alterations, interpretations or other changes to regulations and policies shall be advised to Members by means of notices approved by the Committee and prepared and issued by the Secretary. Notices are binding upon all Members of The Centre.

### **34. FINANCE**

- (a) The financial year of The Centre shall be from the first day of April to the last day of March the following year. During this time the financial affairs shall be administered by the Treasurer.
- (b) The Treasurer shall receive all monies due to The Centre and issue receipt for same. All accounts, complete with payment request forms passed for payment at the Committee Meeting will be paid for by electronic transfer or other payment methods as required. When immediate payment is necessary, account/s complete with reimbursement request form shall be paid and the action endorsed at the next Committee Meeting.
- (c) Two (2) signatories, not being from the same household, shall be required to authorise all Centre electronic funds transfers.
- (d) It is recognised that as a Tier 1 Association it is not a formal requirement, however an audit of accounts are to be conducted at least once in each financial year of The Centre. The accounts

of The Centre shall be reviewed by an independent auditor.

- (e) For each financial year, The Centre must ensure that the requirements imposed on The Centre under Part 5 of the Act relating to the financial statements or financial reports are met.
- (f) Without limiting Rule 34 (e), those requirements include:
  - (i) the preparation of the financial statements and submission to Associations Online;
  - (ii) the auditing or review of the financial statements or financial reports, as applicable;
  - (iii) the presentation to the Annual General Meeting of the financial statements or financial reports, as applicable;
  - (iv) when acquired, the presentation to the Annual General Meeting a copy of the report from the or auditor or reviewer, as applicable, on the financial statements or financial reports;
  - (v) correctly record and explain its transactions and financial position and performance;
  - (vi) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act; and
  - (vii) retain its financial records for at least seven (7) years after the transactions covered by the records are completed.

### **35. REMUNERATION OF COMMITTEE MEMBERS**

- (a) The Centre may pay a Committee Member's travelling and other expenses as properly incurred:
  - (i) in attending Committee Meetings;
  - (ii) in attending any General Meetings of Athletics West; and
  - (iii) in connection with The Centre's business.
- (b) Payments listed in Rule 35 (a) can only occur once authorised by a resolution of The Centre.
- (c) Committee Members are not entitled to receive any remuneration for their services as Committee Members, except as specifically outlined in the By-Laws.
- (d) The position of Coaching Coordinator will receive an honorarium that is to be determined by the Committee prior to the commencement of the season. This position is to be applied for by a Member in accordance with Rule 7 and must:
  - (i) have the appropriate accreditations or be willing to obtain them;
  - (ii) possess a current Working with Children Check; and
  - (iii) be willing to attend seventy-five per cent (75%) of all training nights in the season.

Any interested Members will apply in writing and a vote will be taken by the Committee to determine the person who will be appointed in the role for one (1) season.

### **36. CUSTODY OF BOOKS AND SECURITIES**

- (a) Subject to Rule 8 (a) and Rule 29, the books and any securities of The Centre must be kept in

the Secretary's custody or under the Secretary's control.

- (b) The financial records and, as applicable, the financial statements or financial reports of The Centre must be kept in the Treasurer's custody or under the Treasurer's control.
- (c) Rule 36 (a) and (b) have effect except as otherwise decided by the Executive Committee.
- (d) The books of The Centre must be retained for at least seven (7) years.

## **37. INSPECTION OF RECORDS AND DOCUMENTS OF THE CENTRE**

A Member may apply in writing to the Executive Committee at any reasonable time to inspect without charge, the books, documents, records and securities of The Centre, with the exception of the Register of Members as per Rule 8, but may not remove such records. The Executive Committee may require the Member to provide a statutory declaration setting out the purpose of the requisition, declaring that the purpose relates to the affairs of The Centre.

## **38. SPONSORSHIP**

The Centre may choose to engage with sponsorship opportunities and may choose to manage this through policy.