

Associations Incorporation Act 2009 (NSW) (Act).

Port Hacking Little Athletics Centre Inc. Constitution

April 2019

TABLE OF CONTENTS

1. NAME OF CENTRE	4
2. DEFINITIONS AND INTERPRETATION.....	4
3. OBJECTS OF THE CENTRE	6
4. POWERS OF THE CENTRE.....	7
5. MEMBERS	7
6. MEMBERSHIP APPLICATION	8
7. REGISTER OF MEMBERS	9
8. EFFECT OF MEMBERSHIP	9
9. DISCONTINUANCE OF MEMBERSHIP.....	10
10. DISCIPLINE	11
11. SUBSCRIPTIONS AND FEES	11
12. EXISTING COMMITTEE MEMBERS.....	11
13. POWERS OF THE COMMITTEE.....	11
14. COMPOSITION OF THE COMMITTEE	12
15. ELECTION OF COMMITTEE MEMBERS	13
16. EXECUTIVE PORTFOLIOS.....	15
17. VACANCIES ON THE COMMITTEE.....	16
18. MEETINGS OF THE COMMITTEE.....	18
19. DELEGATIONS	20
20. SEAL	21
21. ANNUAL GENERAL MEETING	21
22. SPECIAL GENERAL MEETINGS	21
23. NOTICE OF GENERAL MEETING	22
24. BUSINESS.....	22
25. NOTICES OF MOTION	23
26. PROCEEDINGS AT GENERAL MEETINGS.....	23
27. VOTING AT GENERAL MEETINGS	24
28. GRIEVANCE PROCEDURE	25
29. RECORDS AND ACCOUNTS.....	25
30. AUDIT OF ACCOUNTS	26
31. INCOME.....	27
32. WINDING UP.....	27
33. DISTRIBUTION OF PROPERTY ON WINDING UP	28
34. ALTERATION OF CONSTITUTION	28

35. REGULATIONS..... 28
36. STATUS AND COMPLIANCE OF CENTRE 28
37. NOTICE 29
38. INDEMNITY..... 30

ASSOCIATIONS INCORPORATION ACT 2009 (NSW)

CONSTITUTION

PORT HACKING LITTLE ATHLETICS CENTRE INCORPORATED

1. NAME OF CENTRE

The name of the Centre is Port Hacking Little Athletics Centre Incorporated ('Centre').

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

'Act' means the *Associations Incorporation Act 2009 (NSW)*.

'Committee' means the body managing the Centre and consisting of the Committee Members.

'Committee Member' means a member of the Executive or a General Committee Member and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

'Competitive Member' means a child or young person who is registered with the Centre as an athlete.

'Constitution' means this Constitution of the Centre.

'Delegate' means the person(s) appointed from time to time to act for and on behalf of the Centre to represent the Centre at General Meetings of LANSW.

'Executive' means the five committee members that the Centre elected under this Constitution who hold the positions of President, Vice President, Treasurer, Secretary and Registrar.

'General Committee Member' means a committee member at the Centre elected under this Constitution who hold positions other than those on the Executive.

'General Meeting' means the annual or any special general meeting of the Centre.

'Individual Member' means:

- (a) a Competitive Member;
- (b) any parent or legal guardian of a Competitive Member;
- (c) any individual who is a volunteer, coach or official who is associated with the Centre;
- (d) any person who is a Committee Member of the Centre; or

- (e) any person who meets the criteria for membership as an Individual Member which are set out in the Regulations from time to time.

'Intellectual Property' means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Centre or any activity of or conducted, promoted or administered by the Centre in New South Wales.

'LAA' means Australian Little Athletics Inc trading as Little Athletics Australia.

'LANSW' means Little Athletics Association of NSW Inc.

'Life Member' means an Individual appointed as a Life Member of the Centre under **clause 5.2**.

'Little Athletics' means the sport of athletics for children which is governed by LANSW and LAA.

'Member' means a Member of the Centre for the time being under **clause 5**.

'Objects' means the Objects of the Centre in **clause 3**.

'Public Officer' means the person appointed to be the public officer of the Centre in accordance with the Act.

'Register' means a register of Members kept and maintained in accordance with **clause 7**.

'Regulations' mean any Regulations made by the Committee under **clause 35**.

'Seal' means the common seal of this Centre (if any).

'Special Resolution' means a Special Resolution defined in the Act.

2.2 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 of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) 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);

- (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 and the completion of online forms; and
- (i) any body which no longer exists or has been reconstituted, renamed, replaced, or whose powers or functions have been removed or transferred to another body or agency, is a reference to the body which most closely serves the purposes or objects of the first-mentioned body.

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. The model provisions of the constitution under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE CENTRE

The Centre is established solely for the Objects. The Objects of the Centre are established to:

- (a) participate as a member of LANSW, so Little Athletics can be conducted, encouraged, promoted, advanced and administered in the local community;
- (b) conduct, encourage, promote, advance and administer Little Athletics throughout the local community;
- (c) to provide opportunities for children and young people of all abilities in the local community to participate in healthy recreation through family and community involvement in athletics;
- (d) to register children and young people with the Centre and LANSW in accordance with the requirements of LANSW;
- (e) act, at all times, on behalf of and in the interest of the Members and Little Athletics in the local community;
- (f) affiliate and otherwise liaise with LANSW of which the Centre is a Member and/or LANSW and adopt their rule and policy frameworks to further these Objects and Little Athletics;
- (g) abide by, promulgate, enforce and secure uniformity in the application of the rules of Little Athletics as may be determined from time to time by LANSW

and/or LAA and as may be necessary for the management and control of Little Athletics and related activities in New South Wales;

- (h) advance the operations and activities of the Centre throughout the local community;
- (i) implement such policies as may be developed by LANSW, including (as relevant and applicable) member protection, anti-doping, health and safety, junior sport, infectious diseases, and such other matters as may arise as issues to be addressed in Little Athletics;
- (j) have regard to the public interest in its operations; and
- (k) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects;
- (l) to promote the ideal of children and young people competing in athletics for personal satisfaction through improved performance and participating for fun, fitness and friendship; and
- (m) to organise and conduct a regular Centre athletics programme for members including regular competition and training.

4. POWERS OF THE CENTRE

Solely for furthering the Objects, the Centre has, in addition to the rights, powers and privileges conferred on it under section 19 of the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001 (Cth)*.

5. MEMBERS

5.1 Members

The Members of the Centre shall consist of:

- (a) Life Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings;
- (b) Individual Members over the age of 18, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings; and
- (c) Competitive Members, who subject to this Constitution, shall have no right to receive notice of General Meetings and no right to be present or debate or vote at General Meetings.

5.2 Life Members

- (a) The Committee may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the Centre be appointed as a Life Member of the Centre.

- (b) A resolution of the Annual General Meeting to confer life membership (subject to clause 5.2(c) on the recommendation of the Committee must be a Special Resolution. The special resolution for Life Membership must be by secret ballot at the AGM.
- (c) A person must accept or reject the Centre's resolution to confer life membership. Upon acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member. This must take place following the special resolution vote for life membership at the AGM.
- (d) Persons holding the status of Life Member under the constitution operating immediately prior to approval of this Constitution under the Act shall continue to hold that status under this Constitution.

6. MEMBERSHIP APPLICATION

6.1 Application for Membership

An application for membership must be:

- (a) made in the manner prescribed from time to time by the Centre and LANSW;
- (b) accompanied by the appropriate fee (if any); and
- (c) accompanied by any other document required for membership by the Centre or by LANSW.

6.2 Discretion to Accept or Reject Application

- (a) The Centre may accept or reject an application whether the applicant has complied with the requirements in **clause 6.1** or not. The Centre shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Centre accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Centre. The Register shall be amended accordingly as soon as practicable.
- (c) Where the Centre rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Centre.

6.3 Renewal

Members (other than Life Members) must renew their membership annually in the manner prescribed from time to time by the Centre and LANSW.

6.4 Deemed Membership

- (a) All persons who are, prior to the approval of this Constitution under the Act, Members of the Centre shall be deemed Members from the time of approval of this Constitution under the Act.

- (b) Any Members of the Centre, prior to approval of this Constitution under the Act, who are not deemed Members under **clause 6.4(a)** shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

7. REGISTER OF MEMBERS

7.1 Centre to Keep Register

The Centre shall keep and maintain a Register in which shall be entered (as a minimum):

- (a) the full name, address, type of membership and date of entry of each Member;
and
- (b) where applicable, the date of termination of membership of any Member.

Members shall provide notice of any change of required details to the Centre within one month of such change.

7.2 Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by Members, upon reasonable request.

7.3 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Committee considers appropriate.

8. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) This Constitution forms a contract between each of them and the Centre and that they are bound by this Constitution and the Regulations and constitution of LANSW and LAA;
- (b) they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Committee or other entity with delegated authority;
- (c) by submitting to this Constitution and Regulations they are subject to the jurisdiction of the Centre, LANSW and LAA;
- (d) the Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Little Athletics in New South Wales; and
- (e) they are entitled to all benefits, advantages, privileges and services of Centre membership.

9. DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

- (a) A Member who has paid all arrears of fees payable to the Centre may resign or withdraw from membership of the Centre by giving one week's notice (unless otherwise agreed in writing by the Committee) in writing to the Centre of such resignation or withdrawal.
- (b) Once the Centre receives a notice of resignation of membership given under **clause 9.1(a)**, it must make an entry in the Register that records the date on which the Member ceased to be a Member.

9.2 Discontinuance for Breach

- (a) Membership of the Centre may be discontinued by the Committee upon breach of any clause of this Constitution or the Regulations, including, but not limited to, the failure to pay any monies owed to the Centre, failure to comply with the Regulations or any resolutions or determinations made or passed by the Committee or any duly authorised committee.
- (b) Membership shall not be discontinued by the Committee under **clause 9.2(a)** without the Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Committee's view to adequately explain the breach, that Member's membership shall be discontinued under **clause 9.2(a)** by the Centre giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership under this **clause 9.2** as soon as practicable.

9.3 Member may be Reinstated

A Member whose membership has been discontinued under **clauses 9.1 or 9.2**:

- (a) may seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted at the discretion of the Committee with such conditions as it deems appropriate.

9.4 Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Centre and its property and shall not use any property of the Centre including Intellectual Property. Any Centre documents, records or other property in the possession, custody or control of that Member shall be returned to the Centre immediately.

9.5 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

10. DISCIPLINE

10.1 Disciplinary proceedings

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

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of the Committee or any duly authorised committee;
- (b) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Centre and/or Little Athletics; or
- (c) brought the Centre, any other Member or Little Athletics into disrepute

the 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 the appeal mechanisms of the Centre set out in the Regulations.

10.2 Judiciary Committee

The Committee may appoint a Judiciary Committee to deal with any disciplinary matter referred to it. Such a Judiciary Committee shall operate in accordance with the procedures expressed in the Regulations but is subject always to the Act.

11. SUBSCRIPTIONS AND FEES

The annual membership subscription (if any) and any fees or other levies payable by Members to the Centre, and the time for and manner of payment, shall be as determined by the Committee.

12. EXISTING COMMITTEE MEMBERS

The Members of the administrative or governing body (by whatever name called) of the Centre in office immediately prior to approval of this Constitution under the Act and subject to the provisions of this Constitution relating to earlier retirement or removal of Committee Members shall continue in those positions and act as a Committee Member until that position would have become vacant under the constitution operating immediately prior to approval of this Constitution. Upon the retirement of a Committee Member referred to in this clause, the positions of Committee Members shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

13. POWERS OF THE COMMITTEE

Subject to the Act and this Constitution, the business of the Centre shall be managed and the powers of the Centre shall be exercised by the Committee in accordance with the Objects.

14. COMPOSITION OF THE COMMITTEE

14.1 Composition of the Committee

The Committee shall be elected under **clause 15** and shall comprise:

- (a) five (5) Committee Members who must all be Members who will hold the roles of the Executive; and
- (b) General Committee Members who must all be Members, the number and roles of which shall be determined annually by the Committee not less than Twenty-eight (28) days before the Annual General Meeting of the Centre, and at any other time should the need arise provided that the number of General Committee Members at any time shall not exceed 6.

14.2 Executive Committee Members

- (a) There shall be five (5) Committee Members elected to the Committee to the Executive positions.
- (b) The Executive positions are:
 - i) President;
 - ii) Vice President;
 - iii) Secretary;
 - iv) Treasurer; and
 - v) Registrar.
- (c) No Committee Member shall be permitted to hold more than one Executive position on the Committee concurrently, although a person may hold an Executive position and a General Committee Member position at the same time.
- (d) Each Executive Committee position may only be filled by one person.

14.3 Portfolios of General Committee Members

In addition to the positions of the Executive, the Committee may allocate portfolios to General Committee Members and/or titles to General Committee Members and the role and duties of a General Committee Member who is responsible for a particular portfolio may be set out in the Regulations.

15. ELECTION OF COMMITTEE MEMBERS

15.1 Nomination for Committee

- (a) Nominations for Committee Member positions shall be called for not less than Twenty-eight (28) days prior to the Annual General Meeting. When calling for nominations, details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions shall be determined by the Committee from time to time.
- (b) Each nomination for Committee Member position must specify to which position the nomination relates.
- (c) Nominees must be over 18 years of age.
- (d) Nominees for Committee Member positions must declare any position they hold at LANSW or LAA.

15.2 Form of Nomination

Nominations must be:

- (a) in writing;
- (b) on the prescribed form (if any) provided for that purpose;
- (c) signed by two Individual Members over the age of 18;
- (d) certified by the nominee (who must be a Member) expressing his or her willingness to accept the position for which he or she is nominated; and
- (e) delivered to the Centre Secretary not less than seven (7) days before the date fixed for the Annual General Meeting.

15.3 Election of Executive Positions

- (a) If only one nomination is received for a particular Executive Committee position pursuant to **clause 15.1 and 15.2**, then that nominee shall be declared elected.
- (b) If there is no nomination received for a particular Executive Committee position pursuant to **clause 15.1 and 15.2**,:
 - i) nominations can be called upon from the floor which will not be required to comply with the provisions of **clauses 15.1 and 15.2** but will require a Member who is entitled to vote to second that nomination;
 - ii) if there is only one nomination from the floor, then that nominee shall be declared elected only if approved by the majority of Members entitled to vote and in attendance at the relevant General Meeting;

- iii) if there is more than one nomination for a particular Executive Committee position, voting will be by secret ballot. Voting papers shall be used for each such vacancy on the Executive Committee; and
 - iv) if there is no nomination from the floor, the Executive Committee position will be deemed a casual vacancy under clause 17.1.
- (c) If there is more than one nomination for a particular Executive Committee position pursuant to **clause 15.1 and 15.2**, voting to fill the vacancy will be by secret ballot. Voting papers shall be used for each such vacancy on the Executive Committee.
- (d) Voting shall be conducted in such a manner and by such a method as determined by the Committee from time to time which may be set out in the Regulations.

15.4 Election of General Committee Members

- (a) If the number of nominations received for General Committee Members pursuant to clause 15.1 and 15.2, is equal to or less than the number of General Committee Member positions determined under clause 14.1(b), then each such nominee shall be declared elected only if approved by the majority of Members entitled to vote and in attendance at the relevant General Meeting.
- (b) If the number of nominations received for a General Committee Member positions pursuant to clause 15.1 and 15.2, is less than the number of General Committee Member positions determined under clause 14.1(b), or if a person is not approved by the majority of Members under clause 15.315.3(a), causing one or more General Committee Member positions not filled under clause 15.4(a):
- i) nominations can be called upon from the floor which will not be required to comply with the provisions of **clauses 15.1 and 15.2** but will require a Member who is entitled to vote to second that nomination;
 - ii) if the number of nominations from the floor is less than or equal to the number of General Committee Member positions remaining vacant, then those nominees shall be declared elected only if approved by the majority of Members entitled to vote and in attendance at the relevant General Meeting;
 - iii) if the number of nominations from the floor is more than the number of General Committee Member positions remaining vacant, voting will be by secret ballot. Voting papers shall be used for each such vacancy for General Committee Member positions; and.
 - iv) if there is insufficient nominations from the floor to fill each General Committee Member position, the position will be deemed a casual vacancy under **clause 17.1**.
- (c) If there are more nominations received pursuant to **clauses 15.1 and 15.2** than the number of General Committee Member positions determined under clause 14.1(b), voting to fill the vacancies will be by secret ballot. Voting papers shall be used for each such vacancy on the Committee.

- (d) Voting shall be conducted in such a manner and by such a method as determined by the Committee from time to time which may be set out in the Regulations.
- (e) If no portfolios or Committee Member titles are allocated under **clause 14.3** (other than the positions on the Executive), this **clause 15.4** will apply in relation to nominations for any vacancy on the Committee, with any necessary or incidental amendment.

15.5 Term of Appointment for Committee Members

- (a) Executive Committee Members elected under **clause 15** shall be elected for a term of one (1) year. Subject to provisions in this Constitution relating to early retirement or removal of Committee Members, Executive Committee Members shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
- (b) General Committee Members elected under this **clause 15** shall be elected for a term of one (1) year. Subject to provisions in this Constitution relating to early retirement or removal of Committee Members, General Committee Members shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the next Annual General Meeting.

15.6 Maximum Number of Terms for Executive Committee positions

Following the adoption of this Constitution, no person who has served as an Executive Committee Member for a period of eight (8) consecutive years in the same Executive position shall be eligible for election as an Executive Committee Member in that same Executive position until the second Annual General Meeting following the date of conclusion of his or her last term as an Executive Committee Member holding that same position. For the avoidance of doubt and for the purposes of this clause, any terms served prior to this Constitution being adopted will not be taken into account when determining the number of terms served by an Executive Committee Member.

16. EXECUTIVE PORTFOLIOS

16.1 President

The President shall preside as Chair at all Committee meetings and General Meetings at which he or she is present. In the absence of the President the Vice President shall preside as Chair at such meetings. If both the President and Vice President are unable or unwilling to preside at any such meeting the Committee shall appoint another Committee Member to preside as chair for that meeting only.

16.2 Vice President

In addition to any other responsibilities, functions and duties assigned or attaching to the office of Vice President, the Vice President shall assist the President as required and act for the President in the absence of the President.

16.3 Secretary

- (a) The secretary of the Centre must, as soon as practicable after being appointed as secretary, lodge notice with the Centre of his or her address.
- (b) It is the duty of the secretary to keep minutes of:
 - i) All appointments of office-bearers and members of the Committee;
 - ii) The names of members of the Committee present at a Committee Meeting or a General Meeting of the Centre; and
 - iii) All proceedings at Committee meetings and General Meetings of the Centre. These minutes are to be forwarded to all Executive and General committee members within 14 days after the date of the meeting.
- (c) In the absence of the secretary, the chair of the meeting may appoint another member of the Committee to take minutes of proceedings.
- (d) Minutes of proceedings at a meeting must be signed by the Chair of the next succeeding meeting.

16.4 Treasurer

It is the duty of the treasurer of the Centre to ensure:

- (a) That all money due to the Centre is collected and received and that all payments authorised by the Centre are made;
- (b) That correct books and accounts are kept showing the financial affairs of the Centre, including full details of all receipts and expenditure connected with the activities of the Centre.

16.5 Registrar

It is the duty of the Registrar to maintain the register of members.

16.6 General Responsibilities of Executive Committee

In addition to clauses 16.1 to 16.5, a list of the general responsibilities of each Executive Committee portfolio is set out in the Regulations.

17. VACANCIES ON THE COMMITTEE

17.1 Casual Vacancies

Any casual vacancy occurring in the position of Committee Member may be filled by:

- (a) a Member appointed by the Committee to fill the vacancy.

Any casual vacancy may only be filled for the remainder of the Committee Member's term under this Constitution and must not contravene **clause 15.6**.

17.2 Grounds for Termination of Committee Member

In addition to the circumstances in which the office of a Committee Member becomes vacant by virtue of the Act, the office of a Committee Member becomes vacant if the Committee Member:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his or her 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 his or her office in writing to the Centre;
- (e) is absent without the consent of the Committee from three successive meetings of the Committee;
- (f) holds any office of employment with the Centre without the approval of the Committee;
- (g) is directly or indirectly interested in any contract or proposed contract with the Centre and fails to declare the nature of that interest;
- (h) in the opinion of the Committee (but subject always to this Constitution):
 - i) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Centre
 - ii) has brought the Centre into disrepute
- (i) is removed by Special Resolution; or
- (j) would otherwise be prohibited from being a Committee Member of a corporation under the *Corporations Act 2001 (Cth.)*.

17.3 Committee May Act

In the event of a casual vacancy or vacancies in the office of a Committee Member or Committee Members, the remaining Committee Members may act but, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute a quorum.

17.4 Disclosure

It is the responsibility of each Committee Member to keep the Secretary and/or the President informed of any event which would give rise to a Committee Member being in breach or potential breach of this **clause 17.2**

18. MEETINGS OF THE COMMITTEE

18.1 Committee to Meet

The Committee shall meet as often as is required in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act). Subject to this Constitution, it may adjourn and otherwise regulate its meetings as it thinks fit.

A Committee Member may at any time convene a meeting of the Committee within reasonable time.

18.2 Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination of a majority of Committee Members shall for all purposes be deemed a determination of the Committee. All Committee Members shall have one vote on any question and the chairperson of the meeting will have a casting vote where voting is equal.

18.3 Resolutions Not in Meeting

- (a) A resolution in writing that has been signed or assented to by telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by all the Committee Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Committee Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Committee Members.
- (b) Without limiting the power of the Committee to regulate its meetings as it thinks fit, a meeting of the Committee may be held where one or more of the Committee Members 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 communication.
 - ii) Notice of the meeting is given to all the Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee or this Constitution. The notice will specify that Committee Members are not required to be present in person.
 - iii) If a failure in communications prevents **clause 18.3(b)i** from being satisfied by the number of Committee Members which constitutes a quorum, and none of such Committee Members 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 **clause 18.3(b)i** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.

- iv) Any meeting held where one or more of the Committee Members is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a Committee Member is there present. If no Committee Member is there present, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

18.4 Quorum

- (a) The quorum for a Committee meeting should, at least, be more than ½ of the Committee Members in office. For example, if there are 6 Committee Members the quorum should be 4. If there are 7 Committee Members the quorum should also be 4. If there are 10 Committee Members the quorum should be 6 and so on and of those present at least 3 must hold a role on the Executive Committee.
- (b) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (c) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

18.5 Notice of Committee Meetings

Unless all Committee Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than ten (10) days written notice of the meeting of the Committee shall be given to each Committee Member. The agenda shall be forwarded to each Committee Member not less than three (3) days prior to such meeting.

18.6 Public Officer

The Committee must appoint a person as Public Officer from time to time who must ensure compliance with the requirements of the regulatory body overseeing regulation of incorporated associations under the Act. This position is usually held by the President/Secretary.

18.7 Conflict of Interest

A Committee Member shall declare his or her interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. He shall, unless otherwise determined by the Committee, absent himself from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Committee Member casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Committee Member to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee. If this is not possible, the matter shall be adjourned or deferred.

18.8 Disclosure of Interests

- (a) The nature of the interest of a Committee Member must be declared at the meeting of the Committee at which the relevant matter is first taken into

consideration, if the interest then exists. In any other case, the interest should be revealed to the Committee at the next meeting of the Committee after the acquisition of the interest by the Committee Member. If a Committee Member becomes interested in a 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 Committee Member becomes so interested.

- (b) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.

18.9 General Disclosure

A general notice stating that a Committee Member is a Member of any specified firm or company and that he is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **clause 18.8**. After the distribution of the general notice, it is not necessary for the Committee Member to give a special notice regarding any particular transaction with that firm or company.

18.10 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Committee Member in accordance with **clauses 18.7, 18.8** and/or **18.9** must be recorded in the minutes of the relevant meeting.

18.11 Invitees

Members and other persons may only attend (and where applicable, be heard) at a meeting of the Committee if granted an invitation. Any person wishing to attend a meeting of the Committee must give to the Secretary a written request at least 7 days prior to the next scheduled meeting. The Executive will inform the Secretary at least 24 hours prior to the meeting, whether the request has been granted. The Secretary will inform the relevant person of the decision of the Executive and if granted, will send an invitation to the relevant person.

19. DELEGATIONS

19.1 Committee May Delegate Functions

The Committee may, by instrument in writing, create, establish or appoint special committees, individual officers and consultants to carry out specific duties and functions.

It will determine what powers these committees are given. In exercising its power under this clause, the Committee must take into account broad stakeholder involvement.

19.2 Delegation by Instrument

In the establishing instrument, the Committee may delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and

- (b) a function imposed on the Committee by the Act, any other law, this Constitution, or by resolution of the Centre in a General Meeting.

19.3 Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation. Persons exercising a delegated function, but not being Committee Members elected under **clause 15.3** do not have a right to vote at Committee Meetings.

19.4 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee under **clause 18**. The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Committee with details of all material decisions. The entity shall also provide any other reports, minutes and information required by the Committee.

19.5 Delegation May Be Conditional

A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

19.6 Revocation of Delegation

At any time the Committee may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

20. SEAL

The Centre does not use a Seal.

21. ANNUAL GENERAL MEETING

- (a) The Centre's Annual General Meeting shall be held in accordance with the Act and this Constitution. It should be held on a date and at a venue determined by the Committee, provided that the Annual General Meeting is held within the time frame specified from time to time by LANSW.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

22. SPECIAL GENERAL MEETINGS

22.1 Special General Meetings May be Held

The Committee may, whenever it thinks fit, convene a Special General Meeting. When, but for this clause, more than fifteen months would elapse between Annual General Meetings, the Committee shall convene a Special General Meeting before the expiration of that period.

22.2 Requisition of Special General Meetings

- (a) The secretary will convene a Special General Meeting when a minimum of Thirty (30) Members entitled to vote submit a requisition in writing.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, be signed by the Members making the requisition and be sent to the Centre. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (c) If the Committee does not cause a Special General Meeting to be held within one month after the date in which the requisition is sent to the Centre, the Members making the requisition, or any of them, may convene a Special General Meeting to be held no later than three months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as close as possible, as those convened by the Committee.

23. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every Life Member and Individual Member entitled to receive notice. The auditor and Committee Members shall also be entitled to receive notice of every General Meeting. This will be sent to the auditor's last known address. No other person shall be entitled, as of right, to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place, day and hour of the meeting and shall state the business to be transacted at the meeting.
- (c) At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - i) the agenda for the meeting; and
 - ii) any notice of motion received from Members entitled to vote.
- (d) Notice of every General Meeting shall be given in the manner authorised in **clause 37**.

24. BUSINESS

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and auditors, the election of Committee Members under this Constitution and the appointment of the auditors.
- (b) All business that is transacted at a General Meeting and at an Annual General Meeting, with the exception of those matters set down in **clause 24(a)**, shall be special business.
- (c) No business other than that stated on the notice for a General Meeting shall be transacted at that meeting.

25. NOTICES OF MOTION

Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. Notices of motion shall be called for not less than twenty-eight (28) days prior to the General Meeting and shall be returned not less than 7 days prior to the General Meeting. The call for nominations for Committee Members is at least twenty-eight (28) days (see clause 15.1).

26. PROCEEDINGS AT GENERAL MEETINGS

26.1 Quorum

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 General Meetings of the Centre shall be at least six (6) elected Committee members, and of those present at least three (3) must hold a role of the Executive, plus three (3) other members entitled to vote.

26.2 President to Preside

The President shall, subject to this Constitution, preside as chair at every General Meeting except:

- (a) in relation to any election for which the President is a nominee; or
- (b) where a conflict of interest exists.

If the President is not present, or is unwilling or unable to preside, the Committee Members present shall appoint another Committee Member to preside for that meeting only.

26.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall:
 - i) if convened on the requisition of Members be dissolved; or
 - ii) in any other case, be adjourned until the same day in the next week at the same time and place or to a date, time or place determined by the chairperson. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (b) The chairperson may, with the consent of any 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. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

- (d) Except as provided in **clause 26.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.
- (e) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present (being not less than five (5) Members entitled to vote) shall constitute a quorum for that meeting.

26.4 Voting Procedure

Unless otherwise required by this Constitution, at any 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 by:

- (a) the chairperson; or
- (b) a simple majority of the Members entitled to vote.

26.5 Recording of Determinations

Unless a poll is demanded under **clause 26.4**, the chairperson's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands, unless otherwise required by this Constitution. The declaration does not need to record the number of votes in favour of or against the resolution; the result of the resolution must be recorded in the Centre's minutes.

26.6 Where Poll Demanded

If a poll is duly demanded under **clause 26.4** it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll shall be the resolution of the meeting.

27. VOTING AT GENERAL MEETINGS

27.1 Members Entitled to Vote

Each Individual Member over the age of 18 shall be entitled to one vote at General Meetings. No other Member shall be entitled to vote but shall, subject to this Constitution, have and be entitled to exercise those rights set out in **clause 5.1**.

27.2 Exercise of Casting Vote

- (a) Subject to **clause 27.2(b)**, where voting at General Meetings is equal, neither the chairperson nor any other Member may exercise a casting vote. Where voting is equal the motion will be lost.
- (b) Despite **clause 27.2(a)**, where voting for the election of Committee Members at General Meetings is equal, the chairperson may exercise a casting vote but only if the chairperson is not a nominee for the equal vote.

27.3 Proxy Voting

Proxy voting shall not be permitted at all General Meetings.

27.4 Postal Voting

No motion shall be determined by a postal ballot unless determined by the Committee. If the Committee so determines, the postal ballot shall be conducted under the procedures set by the Committee from time to time and in accordance with the Act.

28. GRIEVANCE PROCEDURE

- (a) The grievance procedure set out in this clause applies to disputes under this Constitution between a Member and:
 - i) another Member; or
 - ii) the Centre.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all 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, refer the dispute for resolution to an independent tribunal established by LANSW in accordance with the procedures determined by LANSW from time to time.
- (d) The Committee may prescribe additional grievance procedures in the Regulations consistent with this **clause 27.4**.

29. RECORDS AND ACCOUNTS

29.1 Records

The Centre shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the Centre and the Committee). It shall produce these as appropriate at each Committee or general meeting.

29.2 Records Kept in Accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Treasurer.

29.3 Committee to Submit Accounts

The Committee shall submit the Centre's statements of account to the Members at the Annual General Meeting in accordance with this Constitution and the Act.

29.4 Accounts Conclusive

The statements of account, when approved or adopted by an Annual General Meeting, shall be conclusive except when errors have been discovered within three months after such approval or adoption.

29.5 Accounts to be Made Available to Members

The Secretary shall cause to be made available to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the statements of account, the Committee's report, the auditor's report (if any) and every other document required under the Act (if any).

29.6 Negotiable Instruments

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Centre, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised Committee Members who are not related to each other, or in such other manner as the Committee determines.

29.7 Financial Year

The financial year of the Centre is:

- (a) The period of time commencing on the date of incorporation of the Centre and ending on the following 31 March, and
- (b) Each period of 12 months after the expiration of the previous financial year of the Centre, commencing on 1 April and ending on the following 31 March.

30. AUDIT OF ACCOUNTS

- (a) If the Centre is required under the Act to undertake an audit:
 - i) A properly qualified auditor or auditors shall be appointed by the Centre in a General Meeting. The auditor's duties shall be regulated in accordance with the Act. If no relevant provisions exist under the Act the duties shall be regulated in accordance with the *Corporations Act 2001 (Cth.)* and generally accepted principles and/or any applicable code of conduct. The auditor may be removed by the Centre in a General Meeting; and
 - ii) The accounts of the Centre shall be examined, and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor at the conclusion of each financial year.
- (b) If the Centre is not required under the Act to undertake an audit the Centre shall ensure that the accounts and financial reports presented at the Annual General Meeting are independently reviewed by a person of expertise who is neither on the Committee, nor related to a person on the Committee.

31. INCOME

- 31.1 Income and property of the Centre shall be derived from such sources as the Committee reasonably determines from time to time but subject to obligations and directives (if any) from LANSW and LAA and consistent with the Centre's Objects.
- 31.2 The income and property of the Centre shall be applied solely towards the promotion of the Objects.
- 31.3 Except as prescribed in this Constitution or the Act:
- (a) no portion of the income or property of the Centre shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member; and
 - (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Centre to any Member who holds any office of the Centre.
- 31.4 Nothing in clause 31.2 or 31.3 shall prevent payment in good faith of or to any Member for:
- (a) any services actually rendered to the Centre whether as an employee, Committee Member or otherwise;
 - (b) goods supplied to the Centre in the ordinary and usual course of operation;
 - (c) interest on money borrowed from any Member;
 - (d) rent for premises demised or let by any Member to the Centre;
 - (e) any out-of-pocket expenses incurred by a Member on behalf of the Centre; or
 - (f) providing grants, scholarships or donations to Members where such grants, scholarships or donations reasonably further the Objects of the Centre.

Nothing in **clauses 31.2 or 31.3** preclude such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

32. WINDING UP

- (a) Subject to this Constitution the Centre may be wound up in accordance with the Act.
- (b) The liability of the Members of the Centre is limited.
- (c) Every Member undertakes to contribute to the assets of the Centre in the event of it being wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Centre contracted before the time at which they ceased to be a Member and towards the costs, charges and expenses of winding up the Centre, such an amount not exceeding one dollar (\$1.00).

33. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Centre there remains, after satisfaction of all its debts and liabilities, any assets or property, the same shall not be paid to or distributed among the Members, but shall be given or transferred to another organisation(s) that has Objects similar to those of the Centre and which prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as that imposed on the Centre by this Constitution. Such organisation(s) is to be determined by the Members in a general meeting at or before the time of dissolution. If this does not occur, the decision is to be made by a judge of the Supreme Court of New South Wales or other court as may have or acquire jurisdiction in the matter.

34. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution.

35. REGULATIONS

35.1 Committee to Formulate Regulations

The Committee may formulate, issue, adopt, interpret and amend Regulations for the proper advancement, management and administration of the Centre, the advancement of the purposes of the Centre and Little Athletics in the local community as it thinks necessary or desirable. Such Regulations must be consistent with the Constitution and those of LANSW and any policy directives of the Committee.

35.2 Regulations Binding

All Regulations are binding on the Centre and all Members.

35.3 Regulations Deemed Applicable

All clauses, rules, by-laws and regulations of the Centre in force at the date of the approval of this Constitution insofar as such clauses, rules, by-laws and regulations are not inconsistent with, or have been not replaced by, this Constitution shall be deemed to be Regulations and shall continue to apply.

35.4 Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of bulletins approved by the Committee and prepared and issued by the Centre. The Centre shall take reasonable steps to distribute information in the bulletins to Members. The matters in the bulletins are binding on all Members.

36. STATUS AND COMPLIANCE OF CENTRE

36.1 Recognition of Centre

The Centre is a Member of the zone, regional and state body for Little Athletics and is recognised by those bodies as the entity responsible for the delivery of Little Athletics in the local community and is subject to compliance with this Constitution and LANSW constitution. The Centre shall continue to be so recognised and shall administer Little Athletics in the local community in accordance with the Objects.

36.2 Constitution of the Centre

This Constitution will clearly reflect the Objects of LANSW and will conform to the Constitution of LANSW, subject always to the Act.

36.3 Zone/Region and LANSW

The Centre must participate in good faith in the relevant zone and regional groupings set up under LANSW and may not resign, disaffiliate or otherwise seek to withdraw from its zone, regional and/or LANSW without approval by Special Resolution and acceptance of same by LANSW.

36.4 The Centre will nominate 2 delegates each year to attend the general meetings of LANSW

37. NOTICE

- (a) Notices may be given by the Centre to any person entitled under this Constitution to receive any notice. The notice can be:
- i) by delivery to the person personally;
 - ii) sent by pre-paid post or facsimile transmission or, where available, by electronic mail to the Member's registered address or facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.
- (e) Where an electronic mail address has:
- i) not been provided by a Member entitled to receive notice of General Meetings; or
 - ii) an electronic mail address has been provided by a Member entitled to receive notice of General Meetings, but that Member has elected not to receive notices or information by email communication

a notice of any General Meeting will be effectively given if publication of the notice has been made on the Centre's website (if any) or by other means as reasonably determined by the Committee from time to time.

38. INDEMNITY

- (a) Every Committee Member and employee of the Centre will be indemnified out of the property and assets of the Centre against any liability incurred by them in their capacity as Committee Member or employee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Centre shall indemnify its Committee Members and employees against all damages and losses (including legal costs) for which any such Committee Member or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:
 - i) in the case of a Committee Member, performed or made while acting on behalf of and with the authority, express or implied, of the Centre; or
 - ii) in the case of an employee, performed or made in the course of, and within the scope of, their employment by the Centre.