
The Association Constitution



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1 GENERAL

1.1 NAME

The name of the incorporated association is Queensland Little Athletics Association Inc. (“the Association”).

1.2 OBJECTS OF THE ASSOCIATION

- 1.2.1 To promote athletics as a recreational and social activity for children who are Under 17 years as at 1st October in each year.
- 1.2.2 To encourage community and family involvement in the total development of youth.
- 1.2.3 To encourage participation in sport.
- 1.2.4 To affiliate with Australian Little Athletics and any body of persons for the purpose of furthering the objects of the Association.
- 1.2.5 To ensure that Association activities are so organised and conducted that the amateur status of participants is not infringed.
- 1.2.6
 - (a) To offer participants access to a complete range of participation, training and competition opportunities, and to ensure equity in all aspects of athletics, including the provision of rewards and incentives, coaching, officiating and administration.
 - (b) To formulate and implement appropriate policies, including equal opportunity, equity, drugs in sport, health, safety, junior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in Little Athletics.
 - (c) To develop children of all abilities by promoting positive attitudes and a healthy lifestyle through family and community involvement in athletic activities.
- 1.2.7 To participate in such interstate activities as may be initiated by other affiliated bodies and as are sanctioned by Australian Little Athletics.

1.3 INCOME & PROPERTY OF THE ASSOCIATION

The income and property of the Association howsoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers.

1.4 POWERS OF THE ASSOCIATION

The powers of the Association shall be:

- 1.4.1 To purchase, take on lease or in exchange or otherwise acquire any real or personal property which may be deemed necessary or convenient for any of the purposes of the Association.
- 1.4.2 To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Association and to borrow or raise or secure the payment of money in such manner as the association may think fit and to secure the same or the repayment or performance of any debt, liability, contract, or other engagement incurred or to be entered into by the Association in any way.
- 1.4.3 To purchase, sell, supply and otherwise deal in or with provisions and goods of all kinds required for giving effect to any of the objects of the Association.
- 1.4.4 To construct, maintain and alter any houses, buildings, or works necessary or convenient for the purposes of the Association.
- 1.4.5 To take such steps by personal or written appeals, public meetings, or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the form of donation subscriptions or otherwise, and to take any gift of

property, whether subject to any special trust or not, for one or more of the objects of the Association.

- 1.4.6 To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- 1.4.7 To impose and collect levies, subscriptions, fees and other charges from affiliated bodies and of any Queensland representative team members, or to borrow or to raise money with or without security for carrying out the objects of this constitution or for matters connected herewith provided always that those levies etc. are within the guidelines.
- 1.4.8 To invest any moneys of the Association not immediately required for any of its objects in Interest Bearing Deposits with the Association's Bankers.
- 1.4.9 To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Association.
- 1.4.10 To seek advice in the carrying out of any of the above objects from any person or persons or corporation.
- 1.4.11 To restrict affiliations between Centres and other outside organisations, where, in the opinion of the Association, such affiliation would not be in the best interests of Little Athletics. Any Centre contemplating entering into such an affiliation must submit all relevant details, including constitutions of the Centre and the other organisation to the Association for approval before making any commitments.
- 1.4.12 To suspend, disqualify or otherwise deal with an affiliated body which has committed any breach of these rules which in the opinion of the Association is unbecoming or contrary to the interest of Little Athletics.
- 1.4.13 To select and control Athletes, Teams and Squads to represent Queensland and the Association.
- 1.4.14 To discipline members of the Association and members of a Centre or an Unincorporated Centre in relation to conduct during activities sanctioned or controlled by the Association.
- 1.4.15 To act as the final arbiter on all disciplinary matters referred to it by a Centre or an Unincorporated Centre or by a person aggrieved by the decision of a Centre or an Unincorporated Centre in disciplinary proceedings.
- 1.4.16 To do all such matters, acts and things as are incidental or conducive to the attainment of the above objects or any of them.

1.5 CLASSES OF MEMBERS OF THE ASSOCIATION

1.5.1 Membership of the Association shall consist of

- (a) Little Athletics Centres, which subject to these rules shall be represented by their Centre delegates who shall have the right to be present, debate and vote at General Meetings for and on behalf of their respective Little Athletics Centres;
- (b) Representative Members appointed pursuant to Rule 1.5.4, who have the right to be present, debate and vote at General Meetings for and on behalf of their respective Unincorporated Centres;
- (c) Board Members elected under Rule 3.2 who have the right to attend and debate at General Meetings;
- (d) Life Members, who subject to these rules, have the right to attend and debate at General Meetings, at the discretion of the Board, but otherwise, have no right to vote.

1.5.2 Little Athletics Centres

A Little Athletics Centre shall:

- (a) be incorporated in accordance with either the Associations Incorporation Act, 1981 (Qld) ("the Act") or the Associations Incorporation Act, 1984 (NSW);
- (b) subject to the Act, or the Act (NSW), adopt the Association's Approved Model Constitution or a Constitution approved by the Association;
- (c) pay to the Association such membership fees, subscriptions, levies or other invoices as may be fixed by the Board from time to time;
- (d) organise and control Little Athletics activities within its own area under such guidelines by the Association may from time to time prescribe;
- (e) manage its own affairs within such guidelines as the Association may from time to time prescribe;
- (f) appoint two Centre delegates to represent it at any General Meeting of the Association in accordance with these Rules;
- (g) be eligible (subject to compliance with the Rules and By-Laws of the Association) to participate in all competitions and events conducted or endorsed by the Association;
- (h) where required by the Association in any financial year, provide the Association with copies of Minutes, Auditor's Report and other associated documents immediately following the Little Athletic Centre's Annual General Meeting.

1.5.3 Representative Member

A Representative Member shall:

- (a) be a Member of an Unincorporated Centre;
- (b) be appointed by the Unincorporated Centre to represent the Unincorporated Centre at any General Meeting of the Association in accordance with these Rules.

1.5.4 Unincorporated Centres

An Unincorporated Centre shall:

- (a) be eligible to appoint one Representative Member to represent its Members at any General Meeting of the Association in accordance with these Rules;
- (b) pay to the Association such membership fees, subscription, levies or other invoices as may be fixed by the Board from time to time;
- (c) organise and control Little Athletics activities within its own area within such guidelines as the Association may from time to time prescribe;
- (d) manage its own affairs within such guidelines as the Association may from time to time prescribe;
- (e) be eligible (subject to compliance with the Rules and By Laws of the Association) to participate in all competitions and events conducted or endorsed by the Association.

1.5.5 Life Members

- (a) Each year the Board will call for nominations from the Little Athletics Centres and elected Board Members for persons to be considered for Life Membership. The Board may recommend to the Annual General Meeting that one or more persons duly nominated and who has rendered distinguished service to Little Athletics in Queensland have Life Membership conferred on them.
- (b) A resolution of the Annual General Meeting to confer Life Membership on the recommendation of the Board must be by a resolution passed by three quarters of those Members who have the right to vote on the resolution.

1.6 REGISTER OF MEMBERS

- 1.6.1 The Chief Executive Officer shall keep and maintain a Register of Members in which shall be entered such information as is required under the Act from time to time.

- 1.6.2 The Chief Executive Officer shall keep and maintain a Register of Athletes in which shall be entered such information as is required from time to time.
- 1.6.3 The Register of Members shall be open for inspection at all reasonable times by any Member who previously applies to the Chief Executive Officer for such inspection.

1.7 FEES

- 1.7.1 Both Centre Affiliation Fees and Athlete Registration Fees will be such amounts as is determined from time to time by the Board of Directors.
- 1.7.2 Registration fees shall be payable in one instalment in respect of each period of membership, but the Board of Directors may in their discretion either waive payment or accept payment by instalments in cases of hardship or other special circumstances.
- 1.7.3 Registration fees shall be payable in advance to a recipient prescribed by the Board of Directors.
- 1.7.4 The period of membership to which the registration fee applies shall commence on the date of acceptance of an application for membership and shall terminate on the day prior to the commencement of the next summer or winter competition season respectively.
- 1.7.5 No member whose registration fee shall be unpaid shall be entitled to receive notice of meetings or to vote thereat or to nominate any persons for the position of President of the Association or as a member of the Board of Directors, or to participate in Association activities unless the provisions of Rule 1.7.2 above apply.
- 1.7.6 Membership of any person whose registration fees shall be in arrears shall ipso facto lapse, subject to a right of reinstatement by the Board of Directors.
- 1.7.7 In addition to registration fees payable to the Association on behalf of Little Athletes each Centre may charge them participation fees which shall be banked in the name of the Centre and used for the purpose of purchasing equipment or as otherwise approved by the Centre's Management Committee.
- 1.7.8 The Centre Affiliation/Membership fee accompanying the relevant Affiliation/Membership form submitted annually will cover the registration fees of up to twelve (12) Centre Management Committee Members named on that form or subsequent amendments thereto.

1.8 SECESSION FROM THE ASSOCIATION

- 1.8.1 Any Centre may secede from the Association for any reason, provided that:
 - (a) A minimum notice of one month is given of the intention to secede from the Association.
 - (b) All monies owing to the Association, for whatever reason, are paid prior to the date of secession.
 - (c) All accounts held by the Association on behalf of the Centre are paid prior to the date of secession.
 - (d) All Association equipment on loan - or equipment on loan from another Centre - to the Centre shall be delivered to the Association prior to the date of secession
 - (e) All stationery or other printed material supplied by, or bearing the name, insignia or other identification of the Association shall be returned to the Association prior to the date of secession.
 - (f) The decision to secede shall have been taken at a properly constituted General Meeting of the Centre, of which at least 28 days notice in writing shall have been given to all members of the Centre. The decision to secede shall have taken the form of a Special Resolution as defined in the Association's Incorporation Act, 1981.

- (g) After secession the Centre shall not use the name of the Association or any name implying that it is a branch thereof.
- 1.8.2 The Association shall not be required to refund in full or in part any funds paid to the Association by the seceding Centre except such funds as were expended by the Centre on the authority of the Board of Directors for the payment of Association accounts or such funds as were given on loan to the Association.
- 1.8.3 The secession shall not become effective until all requirements of the rule have been met by the seceding Centre.

1.9 DISSOLUTION

1.9.1 Centre

In the event of the dissolution of a Centre, the assets and funds of that Centre after the payment of all expenses and liabilities, shall be handed over to the Association. Equipment owned by a Centre shall not be sold nor otherwise disposed of to meet liabilities without the express approval of the Association Board of Directors in writing, but shall become the property of the Association for use as the Board of Directors sees fit.

1.9.2 The Association

If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, gifts to which are allowable deductions under the provisions of Rule 78(1)(a) of the Income Tax Assessment Act, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Rule 6.2.8, such institution, or institutions to be determined by the members of the Association.

1.10 DEFINITIONS

The "ACT" means the Associations Incorporation Act, 1981 (Qld).

The "ACT (NSW)" means the Associations Incorporation Act, 1984 (NSW).

"BOARD OF DIRECTORS" any reference to the same shall be acknowledged to refer to a Management Committee under the provision of the Associations Incorporation Act 1981.

"CENTRE" means (a) a Little Athletics Centre or (b) an unincorporated Centre.

"REGION" means a loose grouping of Centres formed for the purpose of conducting Inter Centre competitions on behalf of the Association.

1.11 INTERPRETATIONS

Unless specifically indicated otherwise:

- (a) all references to the singular shall also include the plural.
- (b) all references to the male shall also include the female.

2 CONSTITUTION & RULES

2.1 ALTERATIONS AND ADDITIONS TO THIS CONSTITUTION

- 2.1.1 (a) Subject to the provisions of the Act, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting: provided that no such amendment, rescision or addition shall be valid unless the same shall have been previously submitted and approved by the Director-General, Office of Fair Trading, Department of Employment, Economic Development and Innovation.
- (b) In accordance with the Act Part 5 (Division 2), a Special Resolution is defined as:
- (i) For the purposes of this Act, a resolution is a special resolution if it is passed by a majority of not less than three-quarters of such members entitled under the rules to vote, as may be present in person at any General Meeting, of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.
 - (ii) At any General Meeting to which subsection (i) relates, unless a poll is demanded, a declaration by the Chairman that the resolution has been carried is conclusive evidence of the fact.

2.2 BY-LAWS

- 2.2.1 The Board of Directors shall have power to effect and to act in accordance with By-Laws, and to add to or vary these By-Laws provided that:
- (a) They not be inconsistent with this Constitution or any amendments thereto.
 - (b) They not be set aside or amended by a General Meeting of members.

3 MANAGEMENT

3.1 BOARD OF DIRECTORS

3.1.1 The Board of Directors shall comprise of:

- (a) President;
- (b) Finance Director;
- (c) Five General Directors.

3.1.2 At the first meeting after the Annual General Meeting each year, the Board of Directors shall appoint a Vice President from amongst the General Directors.

3.1.3 The President shall hold the position of Board Chairman. For the purposes of the Act, the Finance Director is the member of the Board responsible for the finances of the Association.

3.1.4 Term of Appointments

Members of the Board of Directors shall hold office for two (2) years or until the appropriate time at the Annual General Meeting at which their successors are elected. The 'appropriate time' shall be taken to be at the conclusion of the Annual General Meeting.

3.1.5 Maximum Term of Employment

(a) Subject to Rule 3.1.5 (b), no member of the Board of Directors shall serve on the Board of Directors for more than eight (8) consecutive years. The eight years shall be counted from when the respective member was first elected to the Board of Directors for a two (2) year term. At the expiration of eight (8) consecutive years on the Board of Directors, the member shall resign unless the member is subject to rule 3.1.5 (b). A Member of the Board of Directors who is required to resign pursuant to this rule, 3.1.5 (a), shall be eligible to seek re-election to the Board of Directors at the Annual General Meeting next following the Annual General Meeting at which the member resigned.

(b) Directors succeeding to President or Finance Director

If a General Director of the Board of Directors, nominates and is elected to the position of President or Finance Director then that member's term of office as President or Finance Director of eight (8) consecutive years shall recommence at that election, and will be then subject to 3.1.5 (a).

3.1.6 Election to be in accordance with the following:

(a) The positions of:

President

3 Directors

shall be declared vacant at the Annual General Meeting each even year.

(b) The positions of:

Finance Director

2 Directors

shall be declared vacant at the Annual General Meeting each odd year.

3.1.7 There should be no more than two (2) members per Centre on the Board of Directors at any one time. This includes current members and members who have been members within the past five (5) years of the Centre.

3.2 ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

3.2.1 Conduct of Elections

The members of the Board of Directors as per Rule 3.1.1 shall be elected by ballot at the Association's Annual General Meeting or any adjournment thereof as follows:

- (a) The Secretary shall be the Returning Officer.
- (b) Not less than eight (8) weeks before the Annual General Meeting of the Association, notification shall be issued to Centre Management Committees by the Secretary advising that Centres may submit in writing to the Returning Officer the name of members for nomination for election as detailed in Rule 3.1.1 and advising the closing date for nominations, which shall not be more than three (3) weeks from the date of notification. The Secretary shall forward to the Centre Management Committees nomination forms containing the job specification and profile requirements.
- (c) Subject to Rule 3.2.1 (d) nominations must be in writing, signed by not less than two members of a Centre Management Committee, and must bear the nominee's written consent to accept the office if elected.
- (d) Subject to Rule 3.1.5 retiring members of the Board of Directors are automatically eligible for re-election subject to lodging with the Returning Office a nomination form bearing the nominee's written consent to accept the office if elected. A nomination form on behalf of a retiring member of the Board does not need to be signed by any one other than the retiring member who must however provide profile details with the nomination form.
- (e) Nominations must be received by the Returning Officer not later than 5:00pm on the closing date for nominations. A nomination shall be deemed to be received by the Returning Officer if it is delivered to the Association Office or received at the Association by facsimile transmission or received by post into the Association's post office box by the due time on the due date. If a nomination is forwarded by facsimile transmission the original must be forwarded by post and must be received by the Returning Officer within two working days of the closing date for nominations. Nominations returned without profile details will be considered invalid.
- (f) The Returning Officer shall cause ballot papers to be prepared and instructions for voting to be issued for all vacant positions in accordance with Rule 3.2.2.
- (g) Voting shall be by postal ballot during which members detailed in Rule 1.5.1 of this Constitution may vote.
- (h) The ballot for election shall not be taken until after the adoption or rejection of the Annual Report, including a Statement of Account.

3.2.2 Method of Determining the Result of a Ballot

1. Election of one person
 - (a) One nominee:

If the nominee receives an affirmative vote from more than half of the formal votes cast that person is declared elected.
 - (b) Two nominees:

The nominee receiving the greater number of votes shall be declared elected. In the case of a tie, the Returning Officer shall determine the winner by lot and that person is declared elected.
 - (c) More than two nominees:
 - (i) Voting will be on a preferential basis.
 - (ii) If any candidate has received more than half the formal first preferences cast, that person is declared elected.
 - (iii) If no candidate is in that position the candidate with the lowest number of first preferences is eliminated and that candidate's votes are distributed

according to the second preferences shown. If any candidate then has more than half the total votes cast that person is declared elected.

- (iv) If no candidate is in that position the process described in (iii) above is repeated until some candidate has more than half the total formal votes cast in which event that person is declared elected.
- (v) If at any stage of a count a choice has to be made between two or more candidates having equal scores at that stage, the Returning Officer shall have regard to their scores at the last preceding stage of that particular count at which their scores were different and if they were equal at all stages of the count then the Returning Officer shall determine the candidate to be eliminated by lot.

2. Election of two or three persons

- (a) The number of nominees is equal to or less than the number to be elected.

Each member eligible to vote shall cast a vote for or against each candidate and any candidate receiving more than half the formal votes cast in relation to that candidate shall be declared elected.

- (b) The number of nominees exceeds the number to be elected

- (i) Voting will be on a preferential basis.
- (ii) If any candidate has more than half the formal first preferences cast, that candidate shall be declared elected, and is called the “first-elected candidate”.
- (iii) If no candidate has more than half the formal first preferences cast, the candidate with the lowest number of votes is eliminated and that candidate’s votes are distributed according to the second preferences shown. If any candidate has more than half the total votes cast at that stage then that candidate is declared elected, and is called the “first-elected candidate”.
- (iv) This process is repeated until some candidate has more than half the total formal votes cast at which time that candidate is declared elected, and is called the “first-elected candidate”.
- (v) The first preference votes for the first-elected candidate are then allocated according to the second preferences shown and the process is repeated to ascertain the “second-elected candidate”.
- (vi) If necessary a “third-elected candidate” is then determined in a similar matter, the process stopping when the required number of candidates has been elected.
- (vii) No candidate is declared elected until credited with more than half the total formal votes cast.
- (viii) If at any stage of a count a choice has to be made between two or more candidates having equal scores at that stage, the Returning Officer shall have regard to their scores at the last proceeding stage of that particular count at which their scores were different and if they were equal at all stages of the count then the returning Officer shall determine the candidate to be eliminated by lot.

3.2.3 Failure to Fill a Position Declared Vacant at an Annual General Meeting

If a position declared vacant at an Annual General Meeting is not filled for whatever reason subject to first calling nominations from interested members the vacancy shall be treated as a casual vacancy on the Board of Directors to be filled in accordance with Rule 3.3.5.

3.3 WHAT THE BOARD DOES AND HOW IT OPERATES

- 3.3.1 The Board of Directors may exercise all such powers as are within the scope of this Constitution plus any other powers necessary for the management of this Association, which are not expressly required by this Constitution to be exercised in General Meeting. (Subject to reports being presented to General Meetings as per Rule 4.1.
- 3.3.2 Be responsible for ratifying the final selection of any team or squads representing the State Association at the first Board meeting after the team is selected.
- 3.3.3 A resolution of the Board of Directors shall be valid only if it is passed by a majority of members of the Board.
- 3.3.4 The Board of Directors may appoint groups of members to act in sub-committees. The powers and responsibilities of such sub-committees will be determined by the Board of Directors.
- 3.3.5 The Board of Directors shall have the power to fill casual vacancies on the Board until the end of the respective Director's term.
- 3.3.6 The Board will appoint a Secretary to carry out the duties prescribed by the Act.
- 3.3.7 The Board of Directors shall be empowered to employ full time or part time staff to assist as required and as directed in the day to day management of the Association's affairs. No full or part-time member of staff is entitled to vote either at General Meetings or meetings of the Board of Directors.
- 3.3.8 The Board of Directors shall have power to appoint an Executive Committee comprising of the President, Vice President, and Finance Director to make decisions in matters of urgency and such decisions shall be ratified by the Board of Directors and be binding on the Association.
- 3.3.9 **Limitation on Powers to Appoint**
- The appointment of all Sub-Committee members must be subject to ratification by the Board of Directors and the powers of such persons and Committees shall not interfere with the powers of the Board of Directors under the Constitution, or be considered to be in conflict with same.
- 3.3.10 **Duties of the Board of Directors**
- Subject to the Act, this Constitution and any resolution of the members at any General Meeting, the Board:
- (a) has the general control and management of the administration of the affairs, property and funds of the Association; and
 - (b) is responsible for the overall governance and strategic direction of the Association; and has authority to interpret the meaning of this Constitution and any matter relating to the Association on which this Constitution is silent.

3.4 MEETINGS OF THE BOARD OF DIRECTORS

- 3.4.1 The Association's Board of Directors shall meet as often as deemed necessary (minimum of ten (10) meetings per year) in every calendar year to exercise its functions.
- 3.4.2 A Special Meeting of the Board of Directors shall be convened by the Association's Secretary on the requisition in writing of not less than four (4) members of the Board which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- 3.4.3 Other meetings of the Board of Directors may be convened by the President. In this event, notice of meetings shall be sent by the Association's Secretary, or someone duly authorised by him, by letter mailed to the registered address of the members of the Board, or electronic mail if available, to reach them, in the normal case of mail delivery, at least seven (7) days prior to the date of the meeting. The notice shall be accompanied by a meeting agenda.

3.5 RESOLUTIONS NOT IN MEETING

- 3.5.1 A resolution in writing, signed or assented to by facsimile or other form of visible or other electronic communication by all the Board Members shall be as valid and effectual as if it had been passed at a Meeting of Board Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Board Members.
- 3.5.2 Without limiting the power of the Board to regulate its Meetings as it thinks fit, a Meeting of the Board may be held where one or more of the Board Members is not physically present at the Meeting, provided that:
- (b) All persons participating in the Meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other forms of communication;
 - (c) The Notice of the Meeting is given to all the Board Members entitled to Notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
 - (d) In the event of a failure in communication prevents condition (i) from being satisfied by a quorum of Board Members, the Meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
 - (e) No Meeting shall be invalidated merely because no Board Member is physically present at the place for the Meeting specified in the Notice of Meeting.

3.6 RESIGNATIONS FROM THE BOARD OF DIRECTORS

Any member of the Association's Board of Directors may resign at any time from membership of the Board by notice in writing delivered to the Association's Secretary. Such resignation shall only take effect at the time when such notice is received by the Secretary unless some later date is specified in the notice, when it shall take effect on that later date.

3.7 ABSENT FROM MEETINGS

Should a member of the Association's Board of Directors be absent from three (3) consecutive ordinary meetings of the Board without leave of absence, his seat shall be declared vacant, and he shall thereupon cease to hold office.

3.8 REMOVAL FROM OFFICE

A member of the Association's Board of Directors may only be removed from office at a General Meeting of the Association convened for that purpose. At any such General Meeting, the member of the Board of Directors shall be given the opportunity to fully present his case either orally or in writing or partly by either of these means. The question of removal from office shall be determined by majority vote of persons eligible to vote in accordance with this Constitution.

3.9 EXECUTIVE COMMITTEE

(a) **Composition**

There shall be an Executive comprising the President, the Vice President and the Finance Director.

(b) **Powers**

Subject to the Act and these Rules the Executive has power to make urgent decisions to ensure the proper management and administration of the business and affairs of the Association and shall report such decisions to the Board for ratification at the next Board Meeting.

(c) **Meetings of the Executive**

The Executive shall meet as often as is deemed necessary for the dispatch of business and may adjourn and, subsequent to these Rules, otherwise regulate its meetings as it thinks fit. Where all Members of the Executive cannot agree on any matter that matter will be referred to the Board for decision.

(d) **Notice of Executive Meetings**

Unless all Members of the Executive agree to hold a Meeting at shorter Notice (which Agreement shall be sufficiently evident by their presence) not less than two days written notice of a Meeting of the Executive shall be given to each Member of the Executive. The Agenda shall be forwarded not less than one day prior to such Meeting.

3.10 SECRETARY

- (a) The Board must ensure that the Association always has a Secretary in accordance with the requirements of the Act.
- (b) To remove any doubt the CEO of the Association may be appointed as the Secretary.

3.11 INDEMNITY

The Association shall indemnify its Board members, Auditor, Employees or Agents against all damages and costs (including legal costs) for which any such Board member, Auditor, Employees or Agents may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- (f) in the case of a Board Member, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- (g) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Association.

4 GENERAL MEETINGS

4.1 GENERAL MEETINGS

Notices of General Meetings shall be forwarded to Centre Secretaries to reach them, in the normal course of mail delivery, at least twenty-eight (28) days before the date of such meetings. Each notice shall be accompanied by a meeting agenda, a copy of the minutes of any previous meeting which are proposed to be confirmed at that meeting and a copy of any report then available to be submitted to and adopted by that meeting if those minutes or that report have not previously been forwarded to Centre Secretaries.

At each Association meeting, other than a Special General Meeting, the President and the Directors shall submit a written report on the action taken by the Board of Directors and a statement of receipts and payments incurred on behalf of the Association meetings and in relation to each report, a motion that the report be received shall be put to the meeting.

4.2 THE ANNUAL GENERAL MEETING

4.2.1 The Annual General Meeting shall be held in conjunction with the Annual Conference each year.

4.2.2 A Notice of Meeting incorporating the Agenda for the Annual General Meeting, Profiles of Board nominees and voting papers, and the Annual Report (including the audited Financial Report) of the Association shall be sent to all Centres by the Secretary no later than twenty eight (28) day before the Annual General Meeting.

4.3 SPECIAL GENERAL MEETINGS

Special General Meetings of the Association shall be held within forty-eight (48) days of any such decision being made by the Board of Directors, or a written request from 25% or more of affiliated Centres being received. In this event, the procedures details in Rule 4.1 above will then be followed.

4.4 THE ANNUAL CONFERENCE

4.4.1 The Annual Conference shall be held at a time agreed to by the previous year's Conference.

4.4.2 Notices of Motion

(a) Prior to the Annual Conference a Centre may give to the Association a notice of motion proposed to be moved by that Centre at the forthcoming Annual Conference. Such notice shall be forwarded as soon as possible to the Association but, at the latest, to reach it in the normal course of post at least 50 days before the date fixed for the holding of the Annual Conference, and shall:

- (i) be in writing;
- (ii) express that motion as clearly as the Centre is able to do;
- (iii) if that motion proposes an amendment to the Constitution, shall, if the Centre is able to so do be specific in expression, refer to the clause concerned specifying the words proposed to be deleted, inserted or added and set out the clause as it would read if that motion were carried;
- (iv) be signed by the Centre Manager and the Centre Secretary.

(b) The Secretary of the Association shall forward to each Centre, to reach it in the normal course of post at least 28 days before the Annual Conference, including:

- (i) the agenda;
- (ii) notices of proposed motions;
- (iii) proposals for the forthcoming year's calendar;

- (iv) a copy of any report, then available, proposed to be submitted to and adopted by that meeting;

4.5 VOTING RIGHTS

4.5.1 Delegates

- (a) Each Incorporated Centre may appoint two delegates to attend General Meetings (including the Annual Conference) and to vote on any matters arising thereat on its behalf and may appoint two alternate delegates to represent the Centre in the event of these delegates being absent for any reason;
- (b) Each Unincorporated Centre may appoint one delegate to attend General Meetings (including the Annual Conference) and to vote on any matters arising thereat on its behalf and may appoint one alternate delegate to represent the Centre in the event of this delegate being absent for any reason;
- (c) Centres shall advise the Secretary of the Association in writing of the names of the delegates appointed by the Centre.
- (d) A person shall not be appointed a delegate or alternate delegate of a Centre unless that person is an Ordinary Member or Honorary Life Member of that Centre;
- (e) Each Association meeting shall be attended by members of the Board of Directors.

4.5.2 Meeting Procedures

- (b) The Chairman upon calling the number of the item to be then dealt with shall ask, "Is there any objection to the motion?" If any voice is raised in answer to the Chairman's question, it shall be deemed to be an objection, but if no voice is so raised, then the Chairman may declare the motion "Carried".
- (c) Where an objection has been raised to a motion, the Chairman shall then call for the motion to be moved by a delegate from the Centre which gave notice of that motion and to be seconded by a delegate from another Centre.
- (d) If a delegate from the Centre which gave the notice of motion is not present when that motion is reached at the Annual Conference, consideration of the motion shall be deferred to the end of the session in which that motion has been scheduled. When all other items scheduled for that session have been dealt with, the Chairman, if in his opinion time permits, allow that motion to be moved by a delegate from any Centre.
- (e) A motion may not be moved and seconded by delegates from the same Centre.
- (f) A Centre may withdraw their notice of motion.
- (g) Unless the Meeting decides otherwise, sessional times shall be strictly adhered to and any business which has not been determined within the time provided in the agenda may, if in the opinion of the Chairman, time permits, be dealt with at the end of that or a later session but any business not determined shall lapse.
- (h) Any person attending a General Meeting of the Association may, with the consent of the Chairman, enter into discussion upon matters properly brought before the Meeting.
- (i) At General Meetings and Meetings of the Board of Directors, voting shall be by show of hands unless a ballot be called for by the Chairman or be demanded by simple majority of those present and entitled to vote at the meeting.
- (j) Should a ballot be properly demanded or called for in accordance with the preceding sub-paragraph, the Chairman shall forthwith appoint two (2) tellers to conduct the ballot, and shall direct the provision of such clerical assistance as may be essential.
- (k) Should there be an equal number of votes for and against a motion at any meeting, the motion is deemed to be lost.

4.6 POSTAL VOTING AT GENERAL MEETINGS (INCLUDING ANNUAL CONFERENCE)

- 4.6.1 (a) Those Centres whose Centre of competition is more than one hundred (100) kilometres from the venue of the General Meeting will be entitled to record a postal vote on any motion before the meeting except where such motion takes the form of a Special Resolution in accordance with the definition of the Act. Centres in attendance shall record their votes in the normal manner.
- (b) (i) The election of officers shall be conducted as a postal ballot.
(ii) All Centres shall submit postal votes in accordance with the requirements laid down by the Secretary (Returning Officer) when advising of the election.
- (c) Where it is determined that a resolution is of such importance that all Centres should vote, the Board of Directors shall authorise the Secretary to conduct a postal ballot. Ballot forms unreturned, or arriving after the closing date, shall be deemed void. The voting paper shall be accompanied by such documents or envelopes as the Secretary may determine, but so as to enable the Secretary to determine that only eligible Centres have voted and that the secrecy of the voting is confirmed. Votes will not be counted until after the time set for closure. The result of the postal ballot shall be announced by the Chairman at the meeting of the Board of Directors next, following the closing date and shall be binding. All Centres shall be advised of the result by the Secretary.

4.7 CHAIRMAN

At all General Meetings & Annual Conference of the Association and of the Association's Board of Directors, the President shall preside, or, in his absence, the Vice-President. Should neither the President nor the Vice-President be present at the meeting, the members who are present shall appoint one (1) of their number to be Chairman of the meeting.

4.8 QUORUMS

- 4.8.1 A quorum at all General Meetings, except as provided in Rule 4.8.3 below shall consist of twenty-five (25) members eligible to vote in accordance with Rule 4.5.1(a) & (b)
- 4.8.2 Should there not be a quorum present half an hour after the hour fixed for a General Meeting, the meeting shall lapse and a further General Meeting shall be called within forty-eight (48) days to transact the business referred to on the relevant agenda. The number of people present at this second Meeting shall constitute a quorum.
- 4.8.3 Should there not be a quorum present at a quarter of an hour after the hour fixed for a Special General Meeting, the meeting shall lapse.
- 4.8.4 At every meeting of the Board of Directors, four (4) members of the Board shall constitute a quorum, and motions can be passed by a simple majority vote of members present.

4.9 RESPONSIBILITIES OF CENTRE DELEGATES AT ASSOCIATION GENERAL MEETINGS

- 4.9.1 It shall be the responsibility of persons appointed by Little Athletics Centres to act as delegates of the Centre at General Meetings of the Association to ensure that
- (a) Before attending the meetings, they ascertain the views and directions of the Centre Management Committee in relation to all matters appearing on the agenda.
- (b) When attending meetings, they express the views of their Centre Management Committee and not personal views.
- (c) Following meetings, they present a report upon the meeting to the Centre Management Committee.

5 DISCIPLINE

5.1 EMPLOYEES/AGENTS OF THE ASSOCIATION

- 5.1.1 No member of the Association shall reprimand an Association employee/agent. If a member has any cause of complaint, he or she shall bring the claim before the Board of Directors, the report being in writing.

5.2 DISCIPLINE TRIBUNAL

- 5.2.1 The Discipline Tribunal shall deal with all matters relating to the discipline of members of the Association and members of an affiliated Centre as shall be brought before it by the Association's Secretary.
- 5.2.2 The Discipline Tribunal has the authority of the Association to set and impose penalties for punishable behaviour within the guidelines as laid down by the Board of Directors from time to time including the power to reprimand, to impose a fine, or to suspend or expel from membership.
- 5.2.3 The Discipline Tribunal shall comprise three persons considered competent for the work required and elected to the Tribunal by the Board of Directors from members of the Association not being members of the Board of Directors.
- 5.2.4 The Discipline Tribunal shall report its findings in writing to the Board of Directors through the Secretary and shall include appropriate reasons for such findings.
- 5.2.5 The findings and resolutions of the Discipline Tribunal shall be subject to appeal as set out in Rule 5.4.

5.3 APPEALS TO THE ASSOCIATION

- 5.3.1 A person aggrieved by the decision of a Little Athletics Centre or an Unincorporated Centre in disciplinary or expulsion proceedings may appeal to the Association against such decision.
- 5.3.2 All appeals against the decision of a Little Athletics Centre or an Unincorporated Centre as aforesaid shall:
- (a) be lodged with the Chief Executive Officer, in writing, within thirty (30) days of the decision appealed against;
 - (b) contain or be accompanied by full details of:
 - (i) The parties involved in the matter;
 - (ii) The nature of the offence/s in respect to which the person has been penalised by the Little Athletics Centre or Unincorporated Centre in question;
 - (iii) A full statement of the relevant facts of the matter supported by available documentary evidence.
- 5.3.3 Upon receipt of an Appeal, the Chief Executive Officer shall notify the Chairman of the Discipline Tribunal. The appeal will be dealt with in accordance with the guidelines as the Association may from time to time prescribe (or as prescribed in the Association Resolution & By-Laws).

5.4 APPEALS FROM DISCIPLINE TRIBUNAL

- 5.4.1 A person aggrieved by a decision of the Discipline Tribunal in disciplinary or expulsion proceedings may appeal to the Appeals Committee, which is a sub-committee of the Board of Directors.
- 5.4.2 The membership of the Appeals Committee shall be determined by the Board of Directors at its first meeting following the Annual General Meeting.
- 5.4.3 The Appeals Committee shall consist of five members. Two of these members should be Directors. Three members will sit on a hearing, one of whom should be a Director who shall Chair the Committee.
- 5.4.4 The Appeals Committee shall be responsible for receiving all appeals from decisions of the Discipline Tribunal.
- 5.4.5 Any appeal against a decision of the Discipline Tribunal shall:
- (a) be lodged with the Chief Executive Officer, in writing, within 7 days of the delivery of the decision appealed against; and
 - (b) contain or be accompanied by a full statement of the grounds for the appeal.
- 5.4.6 The Appeals Committee shall hear and determine each appeal by reference only to all documentary and written evidence presented to the hearing before the Discipline Tribunal together with the *Findings Sheet* and summary of outcomes from that hearing and shall receive from all interested parties written submissions only with respect to the evidence and submissions presented before that initial hearing.
- 5.4.7 Subject to 5.4.9 the appeal shall not constitute a re-hearing;
- 5.4.8 There shall be no right of appearance before the Appeals Committee by any of the parties or their representatives who appeared before the initial hearing of the Discipline Tribunal.
- 5.4.9 Any new or additional evidence shall be received by the Appeals Committee only at the discretion of the Appeals Committee.
- 5.4.10 Where the matter under appeal is regarded by a majority of the Appeals Committee as sufficiently serious, leave may be given by the Chairman of the Appeals Committee to permit appearance by any or all of the interested parties and/or their representatives.
- 5.4.11 The Appeals Committee shall be furnished with all information and documentation relevant to the hearing of the Appeal (including information on prior offences, the *Register of Penalties and Findings Sheet/s* which can only be considered, after a determination of guilty, for the purpose of fixing penalty). The Chairman of the Discipline Tribunal from which the appeal originates should furnish this information to the Chief Executive Officer. The papers should be bound in chronological order with a List of Contents appended.
- 5.4.12 The Appeals Committee may order a re-hearing by the relevant Discipline Tribunal if, in their opinion, sufficient anomalies exist in the process followed by a Discipline Tribunal. At its discretion the Appeals Committee may designate the membership of the Discipline Tribunal to re-hear the case.
- 5.4.13 The Appeals Committee shall, in each case, be the final arbiter and its decision absolutely final.
- 5.4.14 Should an appeal subsequently be upheld any suspension or penalty previously served shall nevertheless be deemed to be valid.
- 5.4.15 An appeal may be withdrawn at any time, except that once the hearing of the appeal has commenced the appeal may be withdrawn only with the Appeals Committee's approval.

6 ASSOCIATION ASSETS

6.1 FINANCIAL YEAR

The financial year of the Association shall conclude on 31st March in each year.

6.2 FUNDS AND ACCOUNTS

6.2.1 CHIEF EXECUTIVE OFFICER TO KEEP RECORDS

The Chief Executive Officer shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board and shall produce these as appropriate at each Board or General Meeting.

6.2.2 RECORDS KEPT IN ACCORDANCE WITH 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 Chief Executive Officer.

6.2.3 ASSOCIATION TO RETAIN RECORDS

The Association shall retain such records for 7 years after the completion of the transactions or operations to which they relate.

6.2.4 BOARD TO SUBMIT ACCOUNTS

The Board shall submit to the Members at the Annual General Meeting the statements of account of the Association in accordance with the Rules.

6.2.5 ACCOUNTS CONCLUSIVE

The statements of account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within 3 months after such approval or adoption.

6.2.6 ACCOUNTS TO BE SENT TO MEMBERS

The Chief Executive Officer shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of the Association in accordance with these Rules, a copy of the statements of account, the Board's report, the auditor's report and every other document required under the Act (if any).

6.2.7 NEGOTIABLE INSTRUMENTS

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 members of the Board or in such other manner as the Board determines.

6.2.8 INCOME AND PROPERTY

The income and property of the Association howsoever derived, shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein. No portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to or amongst the members of the Association. Provided that nothing herein contained shall prevent the payment in good faith of interest to any such member, in respect of moneys advanced by him to the Association, or otherwise owing by the Association, to him or of remuneration to any officers, employees or agents of the Association or to any member of the Association or other person in return for any services actually rendered to the Association. Provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket of

expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

6.3 AUDITOR

The auditor shall be a person suitably qualified under the Act to audit the books of account and records and who is to be appointed at the Annual General Meeting of the Association and who shall not be a member of the Board of Directors.

As per the Act, the following are acceptable as auditors for Association accounts:

- (a) a person registered as an auditor under the Corporations Law; or
- (b) a member of CPA Australia or the Institute of Chartered Accountants in Australia; or
- (c) a member of the National Institute of Accountants, other than an associate, who has satisfactorily completed an auditing component of a course of study in accountancy of at least 3 years duration at a tertiary level conducted by a prescribed university or other prescribed institution.

6.4 DOCUMENTS

The Board of Directors shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

6.5 COMMON SEAL

The Board of Directors shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Board of Directors and every instrument to which the seal is affixed shall be signed by a member of the Board of Directors and shall be countersigned by the Secretary or by a second member of the Board of Directors or by some other person appointed by the Board of Directors for the purpose.

END OF CONSTITUTION