

*Associations Incorporation Act 2009 (NSW) (Act).*

# **Kurri Kurri Little Athletics Centre Constitution**

**April 2016**



ASSOCIATIONS INCORPORATION ACT 2009 (NSW)

CONSTITUTION

KURRI KURRI LITTLE ATHLETICS CENTRE INCORPORATED

1. NAME OF CENTRE

The name of the Centre is Kurri Kurri Little Athletics Centre Incorporated.

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 Executive and General Executive Committee Members with full voting rights as well as Individual members who are over 18 and Junior Committee members who are under 18 without voting rights.

**'Committee Member'** means a member of the Executive or General Executive Committee as well as non- voting Committee and Junior 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 up to and including the maximum age for registration.

**'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 the Zone, Region & LANSW.

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

**'General Committee Member'** means a Committee Member at the Centre elected under this Constitution other than those on the Executive and holds the positions of Chief recorder, Junior Vice President, Canteen Supervisor, Equipment Officer/s, Zone Delegate/s.

**'General Meeting'** means the annual or any monthly or 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, trademarks (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.

**'Regulations'** mean any Regulations made by the Committee under **clause 31**.

**'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 LAA and adopt their rule and policy frameworks to further these Objects and Little Athletics;
- (g) abide by, endorse, 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.

#### **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<sup>®</sup>**

##### **5.1 Members<sup>®</sup>**

The Members of the Centre shall consist of:

- (a) Senior Active Life Members, who are still regularly or actively involved in the Centre in some capacity, 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 are members of the Executive Committee or General Executive Committee 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;
- (c) Individual Members over the age of 18, who are not members of the Executive Committee or General Executive Committee who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate but have no voting rights at General Meetings;
- (d) Transitional Committee Members who are ex little athletes who are too old to register as Competitive Members but are still under 18 years of age, shall have the right to receive notice of General Meetings and to be present and debate but have no voting rights;
- (e) 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 prior to the Annual General Meeting that any natural person who has rendered 10 years continuous service to the Centre be appointed as a Senior Life Member of the Centre.
- (b) 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.
- (c) Junior Life Membership shall be awarded to, at the discretion of the Committee, a registered Competitive Member who has attained a minimum of 12 years continuous registration with the Centre culminating in the first year of the Under 17 age group.
- (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. REGISTER OF MEMBERS<sup>®</sup>**

### **6.1 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.

### **6.2 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.

### **6.3 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.

## **7. DISCONTINUANCE OF MEMBERSHIP**

### **7.1 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.

## **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. DISCIPLINE<sup>®</sup>**

### **9.1 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.

### **9.2 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.

**10. SUBSCRIPTIONS AND FEES<sup>®</sup>**

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.

**11. 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.

**12. 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.

**13. COMPOSITION OF THE COMMITTEE**

**13.1 Composition of the Committee**

The Committee shall be elected under clause 14 and shall comprise:

- (a) five (5) Committee Members who must all be Members who will hold the roles of the Executive; and

**13.2 Executive Committee Members<sup>®</sup>**

- (a) There shall be five (5) Committee Members elected to the Committee to the Executive positions.
- (b) The Executive positions are:
  - i) President;
  - ii) Senior 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.

### **13.3 Portfolios of General Committee Members<sup>®</sup>**

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.

## **14. ELECTION OF COMMITTEE MEMBERS**

### **14.1 Nomination for Committee<sup>®</sup>**

- (a) If a nomination is for an Executive position, the nomination must specify to which Executive position the nomination relates.
- (b) Nominees must be over 18 years of age.
- (c) Nominees for Committee Member positions must declare any position they hold at LANSW or LAA.

### **14.2 Form of Nomination**

Nominations must be:

- (a) From the floor

### **14.3 Election of Executive Positions<sup>®</sup>**

- (a) If only one nomination is received from the floor for a particular Executive position pursuant to clause 13.1 and 13.2, 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.
- (b) If there is no nomination received from the floor for a particular Executive position pursuant to clause 13.1 and 13.2, or if a person is not approved by the majority of Members under clause 14.3(a):
  - i) The position will be deemed a casual vacancy under clause 16.1.
- (c) If there is more than one nomination for a particular Executive position pursuant to clause 13.1 and 13.2, voting to fill the vacancy 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.

### **14.4 Election of General Committee Members**

- (a) If the number of nominations received for General Committee Members pursuant to clause 13.1 and 13.2, is equal to or less than the number of General

Committee Member positions determined 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 13.1 and 13.2, is less than the number of General Committee Member positions determined or if a person is not approved by the majority of Members under clause 14.3(a), causing one or more General Committee Member positions not filled under clause 13.4(a):
  - i) nominations can be called upon from the floor which will not be required to comply with the provisions of clauses 13.1 and 13.2 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 13.1.
- (c) If there are more nominations received pursuant to clauses 13.1 and 13.2 than the number of General Committee Member positions determined, 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 12.3 (other than the positions on the Executive), this clause 15.1 will apply in relation to nominations for any vacancy on the Committee, with any necessary or incidental amendment.

## **15. EXECUTIVE PORTFOLIOS**

### **15.1 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/s shall preside as Chair at such meetings. If both the President and Vice President/s 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.

## **15.2 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.

## **15.3 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.
- (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.

## **15.4 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.

## **15.5 Registrar**

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

## **16. VACANCIES ON THE COMMITTEE**

### **16.1 Casual Vacancies**

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

- (a) the remaining Committee Members from among appropriately qualified persons;  
or
- (b) 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.

## **16.2 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.)*.

## **16.3 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. MEETINGS OF THE COMMITTEE**

### **17.1 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.

## **17.2 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 no Committee Member will have a casting vote. Where voting is equal, the motion will be lost.

## **17.3 Resolutions Not in Meeting**

- (a) A resolution in writing that has been signed or assented to by any 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 16.3(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 16.3(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.

#### **17.4 Quorum**

- (a) The presence of at least half of the Executive and/or General Executive Committee Members is required to constitute a quorum at meetings of the Committee.
- (b) No business is to be transacted by the Meeting, unless a quorum of Executive and/or General Executive members is present and cannot be contacted by electronic means. If, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a time, place and date suitable to the Committee members.
- (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.

#### **17.5 Notice of Committee Meetings**

Committee Meetings can be called with as little as 24 hours' notice if required.

#### **17.6 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.

#### **17.7 Conflict of Interest <sup>®</sup>**

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.

#### **17.8 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.

## **17.9 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 17.8. 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.

## **17.10 Recording Disclosures<sup>®</sup>**

Any declaration made, any disclosure or any general notice given by a Committee Member in accordance with clauses 16.7, 17.8 and/or 17.9 must be recorded in the minutes of the relevant meeting.

## **18. DELEGATIONS<sup>®</sup>**

### **18.1 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.

### **18.2 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.

### **18.3 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 13.3 do not have a right to vote at Committee Meetings.

### **18.4 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 17.6. 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.

## **18.5 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.

## **18.6 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.

## **19. 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.

## **20. SPECIAL GENERAL MEETINGS**

### **20.1 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.

### **20.2 Requisition of Special General Meetings**

- (a) The secretary will convene a Special General Meeting when a Member entitled to vote submits 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.

## **21. NOTICE OF GENERAL MEETING**

- (a) Notice of every General Meeting shall be given to every Active Senior Life Member and Individual Member entitled to receive notice. Committee Members

shall also be entitled to receive notice of every General Meeting. 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) Notice of every General Meeting shall be given in the manner authorised in clause 343.

## **22. 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, and the election of Committee Members under this Constitution.
- (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 221(a), shall be special business.

## **23. PROCEEDINGS AT GENERAL MEETINGS**

### **23.1 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 half of the Executive /General Executive entitled to vote.

### **23.2 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 Senior Vice President or Junior Vice President shall preside. If in the absence of the President and Vice President/s the Committee Members present shall appoint another Committee Member to preside for that meeting only.

### **23.3 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 23.3(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 Committee Members present (being not less than five (5) Members entitled to vote) shall constitute a quorum for that meeting.

#### **23.4 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.

#### **23.5 Recording of Determinations**

Unless a poll is demanded under clause 23.4, 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.

#### **23.6 Where Poll Demanded**

If a poll is duly demanded under clause 23.4 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.

### **24. VOTING AT GENERAL MEETINGS ®**

#### **24.1 Members Entitled to Vote**

Each Executive or general Executive Committee 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.

## **24.2 Exercise of Casting Vote**

- (a) Subject to clause 23.2(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 23.2(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.

## **25. GRIEVANCE PROCEDURE<sup>®</sup>**

- (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 24.

## **26. RECORDS AND ACCOUNTS**

### **26.1 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.

### **26.2 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.

### **26.3 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.

#### **26.4 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.

#### **26.5 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).

#### **26.6 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.

#### **26.7 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.

### **27. 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 or auditors 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.

## 28. INCOME

- 28.1 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.
- 28.2 The income and property of the Centre shall be applied solely towards the promotion of the Objects.
- 28.3 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.
- 28.4 Nothing in clause 27.2 or 27.3 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 28.2 or 28.3** 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.

## 29. 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).

### **30. 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.

### **31. ALTERATION OF CONSTITUTION**

This Constitution shall not be altered except by Special Resolution.

### **32. REGULATIONS**

#### **32.1 Committee to Formulate Regulations**

The Committee may formulate, adopt, issue, interpret and amend Regulations for the proper advancement, management and administration of the Centre, the advancement of the objects 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.

#### **32.2 Regulations Binding**

All Regulations are binding on the Centre and all Members.

#### **32.3 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.

#### **32.4 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.

### **33. STATUS AND COMPLIANCE OF CENTRE**

#### **33.1 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.

### **33.2 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.

### **33.3 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.

## **34. 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.

## **35. 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.

