

ASSOCIATIONS INCORPORATIONS ACT 2015- WESTERN AUSTRALIA

BELMONT ATHLETICS CENTRE INCORPORATED

CONSTITUTION

May 2023

Version Control

Version	Date	Revised by	Comments
1.0	11 th September 2017	Exec & Members	Endorsed at SGM
1.1	9 th May 2022	Exec & Members	Endorsed At AGM
1.2	8 th May 2023	Exec & members	Endorsed at AGM
			Remove the word 'Little' as per the Centre's move to One Club
			Remove all references to Little Athlete and replace with Junior and Senior member
			Combine the Coaching Coordinator and Championship & Special events Coordinator roles into one. To be Renamed 'Championships and Coaching Coordinator'

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1. NAME

The name of the association shall be Belmont Athletics Centre Incorporated, hereafter referred to as The Centre, and with Board approval, may adopt a trading name without affecting the powers or interpretation of this constitution.

2. DEFINITIONS

In this constitution, unless the contrary intention appears:

Act means Associations Incorporation Act 2015.

Annual General Meeting is the meeting convened under Rule 21.

Athletics Australia means Athletics Australia Incorporated, being the national peak body for the activity of senior Athletics in Australia, or its successor.

Athletics West means the state governing body for athletics in Western Australia, Athletics West Ltd. or its successor.

Board means Directors of Athletics West, acting collectively.

By-Laws means any By-Law, regulation or policy made by the Executive Committee under Rule 32.

Club means any Athletics Club which is affiliated with the Belmont Athletics Centre Incorporated for the current season.

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

Committee Meeting means a meeting referred to in Rule 17.

Club Delegate means member/s of a Club who have nominated to represent that entity at any Centre meeting.

Centre Delegate means any member/s who have nominated to represent the Centre at any Athletics West meeting.

Office Bearer means a position held on the Centre's Executive Committee referred to in Rule 12.

Executive Committee means Office Bearers of the Centre, acting collectively.

Financial Year means the period 1ST April to 31st March

General Meeting means the Annual General Meeting or any Special General Meeting of the Centre.

Individual Member means an Individual Member as defined in Rule 5.1.3.

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

Junior Registered Member means a junior athlete as defined, and as registered, in accordance with Rule 5.1

Life Member means an individual upon whom life membership of the Centre has been conferred under Rule 5.1.4.

Little Athletics means athletic activity for persons of an age determined by Athletics West from time to time, or its successor.

Little Athletics Australia means Little Athletics Australia Incorporated, being the national peak body for the activity of Little Athletics in Australia.

Member means member of the Centre as defined in Rule 5.

Policy means a Policy established under the By-Laws of the Centre.

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

President means, in relation to the proceedings at a Committee meeting or General Meeting, the person presiding at the committee meeting or General Meeting in accordance with Rule 12.

Secretary hereafter referred to as the Executive Officer.

Senior Registered Member means a senior athlete, as defined and as registered, in accordance with Rule 5.1

Special General Meeting means a General Meeting other than the Annual General Meeting or Committee Meeting.

Special Resolution means a special resolution passed in accordance with the Act and requiring 75% majority vote of the Members present and eligible to vote at a General Meeting, and as referred to in Rule 24.

The Centre means Belmont Athletics Centre Incorporated.

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

3. OBJECTS

3.1 Obligations to Athletics West

As a consequence of affiliation with Athletics West:

- a) The Centre shall be bound at all times to abide by the Constitution, Rules, By- Laws and Policies of Athletics West;
- b) Should the Centre fail to fulfil its obligations to Athletics West by virtue of unduly neglecting, disregarding or abusing the aims and/or powers set out hereunder, or otherwise operate in a manner not in the best interest of Athletics as a whole, Athletics West shall be empowered to arrange a meeting with the Centre's Executive Committee to resolve the matters;
- c) The Centre cannot change its name, uniform or colours or part thereof without the expressed approval of Athletics West.
- d) The Centre shall complete and submit the affiliation forms and pay the annual affiliation fee prior to the date prescribed by Athletics West each year, before accepting athlete registrations for the following season.
- e) The Centre shall not have less than three (3) Clubs, excepting in circumstances where Athletics West considers that a Centre can still be maintained with less than three (3) Clubs. These Clubs shall be affiliated with the Centre.
- f) The Executive Committee shall submit to the AGM of the Centre, the Annual report, Financial Reports as required by the Act and Assets Schedule for the adoption by members present. One (1) digital copy shall be forwarded to each Club and at least one (1) copy to Athletics West, within thirty days (30) of the date of the Annual General Meeting of the Centre. Copies of the Annual Report which include the financial report and assets schedule will be made available to all members at the AGM and via the Centre's website. A hard copy will be made available to any member on request.
- g) The Centre shall ensure all Clubs execute and pay the relevant affiliation fees as required.

3.2 Objects of the Centre

The major aims of the Centre are to:

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

Other objects of the Centre are to:

- a) Promote and administer athletic competition for participants who are registered with Athletics West.
- b) Encourage and assist Clubs in the conduct of athletic competitions;
- c) Work with other similar bodies to develop and grow Athletics across Western Australia;
- d) Seek and maintain affiliation with Athletics West;
- e) Enhance the sustainability of Athletics West, the Centre and its membership;
- f) Align infrastructure development and access to facilities with growth of participation; and
- g) Increase the profile of athletics in Western Australia.

3.3 Interpretation

In this constitution:

- a) Reference to a function includes a reference to a power, authority and duty;
- b) Reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- c) Words importing the singular include the plural and vice versa;
- d) Words importing any gender include 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) Reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- h) 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.
- i) Any matters of ambiguity relating to this constitution, shall be resolved by the Executive Committee in its sole discretion.

4. POWERS OF BELMONT ATHLETICS CENTRE INCORPORATED

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

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

5. MEMBERS

5.1 Category of Members

Subject to Rule 5.3 the Centre shall consist of the following Members:

- (a) Junior Registered Members;
- (b) Senior Registered Members;
- (c) Ordinary Membership;
- (d) Individual Membership
- (e) Life Membership; and
- (f) Such new categories of Members, created in accordance with sub-rule 5.3.

5.1.1 Junior Registered Members

Junior Registered Members shall:

- (a) be within the prescribed age range for registration as defined by Athletics West;
- (b) provided evidence of date of birth upon application for membership;

(c) pay all fees associated with membership of Name and the Association; and

(d) have no voting rights.

5.1.2 Senior Registered Members

Senior Registered Members shall:

(a) be within the prescribed age range for registration as defined by Athletics West;

(b) provide evidence of date of birth upon application for membership;

(c) pay all fees associated with membership of Name and Athletics West; and

(d) have voting rights.

5.1.2 Ordinary Membership

a) An Ordinary Member may be a parent/ guardian/carer of a Junior Registered Member as defined in Rule 5.1.1;

b) Ordinary members, subject to this constitution, may attend general meetings and shall have the right to debate or vote.

c) Be affiliated with a Club associated with the Centre.

Irrespective of number of Junior Registered Members, parental votes are limited to one vote per Ordinary Member.

5.1.3 Individual Membership

a) Individual Members are those individuals who volunteer at Club/Centre level on a regular basis but are not the parent/guardian or carer of any Junior Registered Member.

b) Each Individual Member must submit their details with the Club/Centre, along with a copy of a current screening check as referred to in the bylaws rule 14a and 15g.

c) Individual members, subject to this constitution, may attend general meetings and shall have the right to debate or vote, subject to Rule 5.1.3 (b) being fulfilled and current.

5.1.4 Life Membership

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

5.1.5 Each member of the Centre shall be bound by the Constitution and By-Laws of the Centre.

5.1.6 Each member of the Centre shall be bound by the Constitution, Rules, Regulations and By-Laws of Athletics West.

5.2 Patron

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

5.3 Creation of New Categories

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

5.4 Register of Individual Members

Clubs shall submit the details of their Individual Members to the Centre. In the event that an Individual Member doesn't belong to a Club, the individual member shall submit their details directly to the Centre.

The Centre shall then submit these details to Athletics West.

5.5 Transitional Provision

All entities who were Clubs or Individual Members of the Centre prior to the time of approval of amendments to this constitution under the Act, shall retain their membership category and will be entitled to such benefits as are conferred on the membership category by the Centre until required by this constitution to renew their membership.

6. REGISTER OF MEMBERS OF THE CENTRE

a) The Registrar, on behalf of the Centre, must comply with the Act by keeping and maintaining in an up to date condition a secure register of the Members of the Centre and their contact details as prescribed in the Act.

b) Upon the request of a Member, the Centre shall make the register available for the inspection of the Member and the Member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

c) In accordance with the Act, the Centre may charge a fee for the provision of accessing the Member Register. The Centre may also require a member who wished

to obtain a copy of the register of members to provide a statutory declaration setting out the purpose for which the application is made.

- d) The register must be kept at the principal place of administration of the Centre.
- e) The Registrar must cause the name of a person who dies or who ceases to be a Member under Rule 8 to be deleted from the register of Members.
- f) Subject to confidentiality considerations and the Privacy Act (if applicable), the register may be used by the Centre to further the objects of the Centre, as the Executive Committee considers appropriate.

7. SUBSCRIPTIONS AND FEES

7.1 Registered Members Fees

- a) Junior and Senior Registered Members shall in each financial year, pay membership fees (if applicable) which may consist of:
 - i. Club fee,
 - ii. Centre fee and
 - iii. the Athletics West fee.
- b) The annual membership subscription, fees and any levies payable by Members to the Centre, the basis of, the time for and manner of payment shall be as determined by the Executive Committee from time to time.
- c) The Registrar shall notify Clubs of the member fee and the Centre fee for the following Financial Year prior to season start. Clubs shall determine their Club fee.
- d) Any Member that has not paid all monies due and payable to the Centre may (subject to the Executive Committee's discretion) have all rights under this Constitution immediately suspended from the expiry of the time, prescribed in Rule 8(b) of this constitution. Rights will be suspended until such time as the monies are fully paid or as otherwise determined in the Executive Committee's discretion. In the meantime, the Member shall have no automatic right to resign from the Centre, and shall be dealt with at the Executive Committee's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that member as a member, or impose other conditions or requirements as the Executive Committee considers appropriate.

7.2 Club Fees

Each Club shall pay to its Centre an annual affiliation fee, being an amount that shall be determined by the Executive Committee from time to time. Athletics West sets the maximum fee the Centre can charge each Club.

7.3 Other Registered Member Fees

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

8. TERMINATION OF MEMBERSHIP OF THE CENTRE

Membership of the Centre may be terminated upon:

- a) receipt by the Centre of a notice in writing from a Member of their resignation from the Centre. Such Member remains liable to pay to the Centre the amount of any subscription due and payable by that Member to the Centre but unpaid at the date of termination; or
- b) non-payment by a Member of their Member fees within three months of the date fixed by the Centre for subscriptions to be paid, unless the Executive Committee decides otherwise; or
- c) expulsion of a Member in accordance with Rule 9.

9. SUSPENSION OR EXPULSION OF MEMBERS OF THE CENTRE

- a) If the Executive Committee considers that a Member should be suspended or expelled from membership of the Centre because of conduct detrimental to the interests of the Centre, the Executive Committee must communicate in writing, to the Member:
 - i. notice of the proposed suspension or expulsion and of the time, date and place of the Executive Committee meeting at which the question of that suspension or expulsion will be decided; and
 - ii. particulars of that conduct, not less than thirty (30) days before the date of the Executive Committee meeting referred to in paragraph (i)
- b) At the Executive Committee meeting referred to in a notice communicated under Rule 9 (a) the Executive Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to the Executive Committee, suspend or expel or decline to suspend or expel that Member from membership of the Centre and must, after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.
- c) Subject to Rule 9 (e) a Member has their membership suspended or ceases to be a member fourteen (14) days after the day on which the decision to suspend or expel a Member is communicated to them under Rule 9 (b).
- d) A Member who is suspended or expelled under Rule 9 (b) must, if they wish to appeal against that suspension or expulsion, give notice in writing to the Executive Committee of their intention to do so within the period of fourteen (14) days referred to Rule 9 (c).
- e) When notice is given under Rule 9 (d):

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

10. DISCIPLINE OF MEMBERS

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

- i. breached, failed, refused or neglected to comply with a provision of this constitution, policies or any resolution or determination of the Executive Committee or any duly authorised committee; or
- ii. acted in a manner unbecoming of a Member or prejudicial to the objects and interests of The Centre and/or the sport of athletics and its related disciplines; or
- iii. brought The Centre, the sport of athletics or its related disciplines into disrepute:

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

11. POWERS OF THE EXECUTIVE COMMITTEE

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

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

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

- i. a duty of care and diligence;
- ii. a duty to act in good faith in the best interests of the Centre and for a proper purpose;

- iii. a duty to not use one's position and a duty to not misuse information obtained through the position to gain an advantage for self or someone else or to cause detriment to The Centre.

The duties outlined in section 11 will also apply to other officers of the Centre, which include persons who:

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

11.1 Committees of the Executive Committee

The Executive Committee may from time to time appoint committees to undertake certain tasks as determined by the Executive Committee. Committees shall be comprised of suitably skilled persons as determined by the Executive Committee. An Office Bearer of the Executive Committee of the Centre shall be appointed President of any such committee. The terms of reference for each committee shall be determined by the Executive Committee.

12. COMPOSITION OF THE COMMITTEE

The day to day administration of the Centre shall be entrusted to an Executive Committee.

The Executive Committee shall consist of Ten (10) office bearers as follows:

1. President
2. Executive Officer
3. Treasurer
4. Registrar
5. Arena Manager
6. Officials Coordinator
7. Championships & Coaching Coordinator
8. Records & Ranking Officer
9. Chief Field Umpire
10. Chief Track Umpire

The Executive Committee job descriptions will be outlined in the Centre Bylaws.

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

Subject to this Rule, the President must preside at all General Meetings and Executive Committee meetings. In the event of the absence from a General Meeting or an Executive Committee meeting of the President:

- a) an Office Bearer appointed by those Office Bearers present at the General Meeting must preside at the General Meeting; or
- b) in the event of the absence of the President from an Executive Committee meeting, an Office Bearer appointed by the other Office Bearers present at the Executive Committee Meeting must preside at the Executive Committee Meeting.

13. OFFICE BEARERS

13.1 Qualifications for Office Bearers

- a) Nominees for Office Bearer positions on the Executive Committee must meet the qualifications as prescribed from time to time by the Executive Committee and set out in the Centre Bylaws.
- b) Office Bearers should have some knowledge of athletics or its strategic direction, its stakeholders and a commitment to the development of the sport of athletics.
- c) A nominee must be a Member of the Centre and be over the age of 18 years.
- d) Nominations for Office Bearers must be:
 - i. in writing on the form provided for that purpose;
 - ii. signed and dated by the nominee expressing a willingness to accept the position for which they have nominated.
 - iii. By signing the nomination form they are acknowledging they are NOT considered to be in one of the follow categories:
 - (a) are an undischarged bankrupt or their affairs are under insolvency laws;
 - (b) have been convicted of an offence in connection with the promotion, formation or management of a body corporate;
 - (c) have been convicted of an offence involving fraud or dishonesty punishable on conviction by at least three months or more imprisonment; or
 - (d) have been convicted of an offence under Division 3 (the duties of officers provisions) or section 127 (the duty with respect to incurring of debt) of the Act.
- e) Nominations must be received by the Executive Officer at least 21 days prior to the relevant Annual General Meeting.
- f) Nominees are expected to attend the Centre's Annual General Meeting in order to have their nominations accepted, except in extenuating circumstances.

13.2 Elections of Office Bearers

- a) The Executive Officer must send a notice calling for nominations to all members at least fourteen (14) days before the date for the close of nominations. The notice shall notify each member of the positions on the Executive Committee for which an election is to be held.

- i. The date for the close of nominations shall be twenty one (21) days prior to the AGM.
- b) If the number of nominations received for the Executive Committee is equal to the number of vacancies to be filled, then those persons nominated shall be duly elected providing their nominations are both moved and seconded by members in attendance.
- c) If the number of nominations exceeds the number of vacancies to be filled, voting for those persons nominated shall take place at the AGM by way of secret ballot. The person receiving the most votes will be elected.
- d) If vacancies remain on the Committee after the declaration under Rule 13.2 (c), additional nominations of Committee members may be accepted from the floor of the annual general meeting in accordance with Rule 13.1(c). If such nominations from the floor do not exceed the number of vacancies, the President must declare those persons to be duly elected as members of the Committee, providing their nominations are both moved and seconded by members in attendance. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted as per Rule 13.2 (c).
- e) The election and filling of the non-executive positions shall follow the same protocols as those adopted for the election and filing of executive positions.
- f) Members can only hold one position on the Executive Committee referred to in Rule 12.

13.3 Term of Appointment

- a) Subject to the transitional provisions contained in Rule 19, Office Bearers shall be in accordance with this constitution, for a term of one (1) year, which shall commence from the conclusion of the Annual General Meeting at which the election occurred and continue until the conclusion of the Annual General Meeting following.
- b) Should any adjustment to the term of Office Bearers under this constitution be necessary to ensure rotational terms in accordance with this constitution, the adjustment shall be determined by the Executive Committee and be voted by members at an AGM or SGM for that purpose. Elections to subsequent Executive Committees shall then proceed in accordance with the procedures in this constitution with approximately half of the Office Bearers positions being declared vacant each year.

14. NOT FOR PROFIT

The property and income of the Centre shall be applied solely towards the promotion of the objects of the Centre and no part of that property or income may be paid or otherwise

distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

15. LEAVE OF ABSENCE

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

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

16. VACANCIES OF THE EXECUTIVE COMMITTEE

16.1 Grounds for Termination of an Office Bearer

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

- a) dies;
- b) becomes bankrupt or is required to make any arrangement or composition with creditors generally;
- c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- d) resigns from office in writing to the Centre;
- e) is absent without the consent of the Executive Committee from three (3) consecutive meetings of the Executive Committee;
- f) takes up any office of salaried employment of Athletics West or alike;
- g) without the prior consent or later ratification of the Centre in a General Meeting holds any position of remuneration under the Centre;
- h) is directly or indirectly interested in any contract or proposed contract with the Centre and fails to declare the nature of that interest;
- i) if found to be an undischarged Bankrupt and does not declare their Bankruptcy to the Executive Committee or offer their resignation;

- j) is removed from office by Special Resolution under Rule 16.2;
- k) would otherwise be prohibited from being an Office Bearer of a corporation under the Corporations Act or is disqualified from office under the Act;
- l) breaches Executive Committee confidentiality such that the breach poses serious and indefensible circumstances with regards the Office Bearer's fiduciary duty to the Centre or the Executive Committee's good governance of the Centre; or
- m) brings the sport of athletics into disrepute.

16.2 Removal of an Office Bearer

- a) The Centre in a Special General Meeting may by Special Resolution with a majority vote of at least 75%, remove any Office Bearer before the expiration of their term of office. Office bearers may only be considered for removal if the circumstances reflect any points listed in Rule 16.1. If an Office Bearer is removed in accordance with this Rule the office of the Office Bearer becomes vacant and shall be filled as a casual vacancy in accordance with Rule 16.3.
- b) Where the Office Bearer to whom a proposed resolution referred to in Rule 16.2 (a) makes representations in writing to the President and requests that such representations be notified to the Members, the President may send a copy of the representations to each Club and Member or, if they are not so sent, the Office Bearer may require they be read out at the Special General meeting referred to Rule 16.2 (a) and the representations shall be so read.
- c) Any written communication must be of reasonable length and must not contain any illegal, offensive or defamatory material.
- d) At the Special General Meeting referred to in Rule 16.2 (a) the person whose removal is proposed shall have the right to address the meeting.
- e) Removal of any Office Bearer shall be without prejudice to any legal claim they may have against the Centre or that the Centre may have against the Office Bearer in respect of matters arising before or after such removal.

16.3 Casual Vacancies

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

16.4 Remaining Office Bearers May Act

In the event of a casual vacancy or vacancies in the office of an Office Bearer, the remaining Office Bearers may act but, if the number of remaining Office Bearers is not sufficient to constitute a quorum at a meeting of the Executive Committee, they may act

only for the purpose of increasing the number of Office Bearers to a number sufficient to constitute such a quorum.

17. MEETINGS OF THE EXECUTIVE COMMITTEE

17.1 Executive Committee to Meet

The Executive Committee shall meet at least SEVEN TIMES between each Annual General Meeting of the Centre at such place and times as the Executive Committee may determine, for the dispatch of business. The President shall, at the request of two Office Bearers, convene a meeting of the Executive Committee within 14 days.

17.2 Decisions of Executive Committee

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

17.3 Resolutions not in Meeting

a) A resolution in writing, signed, assented to or endorsed by electronic mail or other form of reproducible record by all the Office Bearers shall be as valid and effectual as if it had been passed at a meeting of Office Bearers duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Office Bearers.

b) For purposes of clarity, a majority vote of Office Bearers shall be sufficient to pass a resolution not in meeting as referred to in Rule 17.2.

c) Without limiting the power of the Executive Committee to regulate their meetings as they think fit, a meeting of the Executive Committee may be held where one or more of the Office Bearers is not physically present at the meeting, provided that;

- i. all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of physical or electronic communication;
- ii. notice of the meeting is given to all the Office Bearers entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Executive Committee and such notice does not specify that Office Bearers are required to be present in person; and

iii. in the event that a failure in communications prevents condition (i) from being satisfied by that number of Office Bearers which constitutes a quorum, and none of the Office Bearers are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until condition (ii) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated.

17.4 Quorum

At meetings of the Executive Committee the number of Office Bearers whose presence or participation under Rule 25.2 (b) is required to constitute a quorum shall be 1 more than 50% of the current executive committee positions held. Club Delegates in attendance do not form part of the quorum.

When an Executive Committee Meeting lapses due to lack of a quorum, the President shall convene a second Executive Committee Meeting within a period of 14 days.

17.5 Notice of Executive Committee Meetings

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

17.6 Validity of Executive Committee Decisions

A procedural defect in decisions taken by the Executive Committee shall not result in such decisions being invalidated.

17.7 Chair of Executive Committee Meeting

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

17.8 Open Meetings

All monthly meetings are open to all members who wish to attend subject to the Business conducted with closed or open doors rule referred to in the Centre bylaws.

17.9 Procedure of Monthly Meetings

The Executive Committee shall conduct monthly meetings as per the procedure outlined in the Bylaws, or at such times as The Executive Committee may determine and on any additional occasions as requested by the President or other members of The Executive Committee.

17.10 Minutes of Monthly Committee Meetings

The Executive Officer is to ensure proper minutes of all proceedings of all monthly committee meetings are to be taken and kept after the holding of each Committee meeting. Minutes may be kept electronically or in a minute book kept for that purpose. Once completed, minutes are to accompany the notice of the next monthly meeting which is sent to each Club and all office bearers.

18. CONFLICTS

18.1 Office Bearers' Interests

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

18.2 Conflict of Interest

An Office Bearer shall declare an interest in any

- (a) contractual matter;
- (b) selection matter;
- (c) judicial or disciplinary matter;
- (d) sponsorship matter;
- (e) material personal interest; or
- (f) other financial matter;

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

18.3 Disclosure of Interests

- a) The nature of the interest of such Office Bearer must be declared by the Office Bearer at the meeting of the Executive Committee at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Executive Committee after the acquisition of the interest. If an Office Bearer becomes interested in a contract or other matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Executive Committee held after the Office Bearer becomes so interested.

b) Conflicts of Interest shall be a standing agenda item at meetings of the Executive Committee and it is the duty of the President to ensure that any declaration made or any general notice given by an Office Bearer is recorded in the minutes.

c) Conflict of Interest registered by Office Bearers, will also be declared at the Annual General Meeting.

19. TRANSITIONAL PROVISIONS

19.1 Transitional Executive Committee

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

19.2 Executive Committee President during Transitional Period

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

19.3 Transitional Executive Committee Vacancies

Upon the adoption of this constitution, the transitional Executive Committee may appoint a person to one of the Office Bearer positions referred to in Rule 12.

20. DELEGATES

20.1 Appointment of Club Delegates

Each Club may be represented by two (2) Delegates, however only one (1) delegate may vote on behalf of the Club.

A Delegate must:

a) be a Member over the age of 18 years of the Centre and must be a current member of The Centre,

b) be appropriately empowered by the Club to consider, make decisions and vote in proceedings as per this constitution,

- c) not be an Office Bearer of the Centre,
- d) not be an employee of the Centre; and
- e) not be a Delegate for more than one (1) Club.
- f) Attend all monthly meetings that are advertised by the Centre as being delegate meetings.

Questions arising at any monthly meeting shall be decided by a majority of votes. Club delegates may vote at a monthly meeting of the Executive committee as per rule 20.1.

20.2 Appointment of Centre Delegates

The Centre may be represented by two (2) Delegates, however only one (1) delegate may vote on behalf of the Centre at any Athletics West meetings.

A Delegate must:

- a) be any Member over the age of 18 years of the Centre and must be a current member of The Centre,
- b) be appropriately empowered by the Centre to consider, make decisions and vote in proceedings as per this constitution.

20.3 Members to Advise

A Club shall advise the Centre within fourteen (14) days of any change to their nominated Delegates. Nominations may include alternate Delegates where the nominated Delegate is unable to fulfil the role. Notification must be in writing including the name, address and contact details of the Delegate.

21. GENERAL MEETINGS

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

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

21.1 Entitlement to Attend General Meeting

Notwithstanding any other Rule, no member shall take part in a General Meeting, unless all monies in accordance with Rule 7, then due and payable to the Centre are paid.

22. NOTICE OF GENERAL MEETINGS

22.1 Notice of Annual General Meetings

The Executive Officer shall be responsible for:

- a) giving notice of the Annual General Meeting to all Executive Committee Office Bearers, Members, Clubs and Life Members,
- b) notice of the Annual General Meeting shall be given at least 21 days prior to the meeting and shall specify the place, the day and time of the Annual General Meeting, and
- c) distributing, to all Executive Committee Office Bearers, Members, Clubs and Life Members, at least 7 days prior to the Annual General Meeting an agenda for the meeting stating the business to be transacted, together with any notice of motion received or forms applicable to the intended business.
- d) Notice for an Annual General Meeting shall be given, by way of Centre newsletter, special newsletter, email or by any form deemed appropriate to all Clubs and members of the Centre.

22.2 Notice of Special General Meetings

The Executive Officer shall be responsible for:

- a) giving notice of General Meetings to all Executive Committee Office Bearers, Members, Clubs and Life Members,
- b) notice of the General Meetings shall be given at least 21 days prior to the meeting and shall specify the place, the day and time of the General Meeting; and
- c) distributing, to all Executive Committee Office Bearers, Members, Clubs and Life Members at least 7 days prior to the General Meeting an agenda for the meeting stating the business to be transacted, together with any notice of motion received or forms applicable to the intended business.
- d) Notice for a General Meeting shall be given, by way of Centre newsletter, special newsletter, email or by any form deemed appropriate to all Clubs and members of the Centre.

23. BUSINESS

23.1 Business of General Meetings

- a) The business to be transacted at the Annual General Meeting includes the presentation of annual accounts, reports of the Executive Committee (including the activities of the Centre during the preceding Financial Year and activities of the Executive Committee), auditors report and the confirmation of elected Office Bearers and Life Membership.
- b) All business that is transacted at a Special General Meeting, and also all that is transacted at the Annual General Meeting, with the exception of those matters set out in Rule 22 shall be special business.

23.2 Business Transacted

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

24. SPECIAL GENERAL MEETINGS

- a) Excluding the Annual General Meeting, the Executive Committee may, whenever it thinks fit, convene Special General Meetings on dates and at venues to be determined by the Executive Committee.
- b) The Executive Committee shall at the request in writing by no less than 50 % of voting members convene a Special General Meeting.
- c) The request for a Special General Meeting shall state the objective(s) of the meeting; shall be sent to the Ordinary Members and shall be signed by the Members making the request.
- d) If the Executive Committee does not cause a Special General Meeting to be held within two (2) months after the date on which the request is sent to The Centre, the voting members making the request, may convene a Special General Meeting to be held not later than one (1) month after that date.
- e) A Special General Meeting convened under sub-rule 24 (a) of this Constitution shall be convened in the same manner, in which meetings are convened by the Executive Committee. No business except that for which the meeting has been called, shall be transacted at such Special General Meeting.
- f) In accordance with the Act, should the Commissioner for Consumer Protection direct that a special general meeting be held, it will be conducted in accordance with this Constitution.

25. PROCEEDINGS AT GENERAL MEETINGS

25.1 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 a General Meeting of The Centre shall consist of at least 13 members.

25.2 Chair of General Meetings

The President shall, subject to this constitution, preside as Chair at every General Meeting of The Centre. If the President is not present, is unwilling or unable to preside, the Office Bearers shall choose one of their number present who shall, subject to this constitution, preside as chair for that meeting only.

25.3 Adjournment of Meeting

a) If within thirty (30) minutes from the time appointed for the General Meeting, a quorum is not present, the meeting shall be adjourned to such other day, such other time and place as may be determined under Rule 25.3 (b).

b) When any General Meeting lapses due to lack of a quorum, the Executive Officer shall convene a second meeting within a period of fourteen (14) days. If at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the business shall be transacted, provided the Members then present, is not less than half the number required for a quorum.

c) The Chair may, with the consent of any General Meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

d) When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

e) Except as provided in sub- Rule 25.3 (d) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

25.4 Voting Procedure

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

(a) by the Chair; or

(b) by at least three (3) Members present in person at the meeting.

25.5 Voting Entitlements

- (a) Subject to this constitution; eligible Members shall be entitled to one (1) vote at General Meetings in accordance with Rule 5.1
- (b) All eligible members wishing to vote must be present at the general meeting.

25.6 Recording of Determinations

Unless a Poll is demanded under Rule 25.4, a declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost and an entry to the minutes of the proceedings of The Centre shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

25.7 Where Poll Demanded

If a Poll is duly demanded under Rule 25.4 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the Poll shall be the resolution of the meeting at which the Poll was demanded.

25.8 Resolutions at General Meetings

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

25.9 Minutes of General Meetings

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

25.10 Procedure of General Meetings

Subject to this constitution, the procedures for General Meetings are outlined in the Centre Bylaws.

26. PROXY AND MAIL VOTING

26.1 Proxy Voting Not Permitted

Proxy voting shall not be permitted at General Meetings.

26.2 Mail Voting

a) Should an issue arise between General Meetings which requires a decision or ratification by Members, the Executive Committee may at its discretion submit a proposed motion to a mail vote in such manner as it considers necessary.

b) Any such mail vote shall be in accordance with the following procedure:

- i. The Executive Officer shall, upon receipt of the directive, as soon as practicable, dispatch a copy of the proposed resolution to each Member eligible to vote.
- ii. Such dispatch shall be, at the discretion of the President, either by post or by electronic mail and shall be accompanied by a notice stating the date on which the voting shall close and indicating whether voting is by post or electronic mail.
- iii. The dispatch of the proposed resolution and notice shall be deemed to have been received by each Member;

a. in the case of dispatch by post - five (5) working days after posting;

b. in the case of dispatch by electronic mail – on successful delivery to the entities nominated electronic mail address.

c) All votes shall be received by the Executive Officer in the case of:

- i. mail votes – within 14 days of dispatch of the proposed motion and notice, unless otherwise advised;
- ii. electronic mail - (e-mail) no later than midday on the normal working day preceding the date upon which the voting shall close.

d) Upon the close and counting of voting, a scrutineer appointed by the Executive Committee shall examine the votes as tallied and advise each Member of the result.

e) A vote on any proposed motion captured by authenticated electronic voting system/s via an independent registered organisations on behalf of the Centre, shall be valid and binding in all respects.

27. RULES OF THE CENTRE

The Centre may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in the Act. Amendments can only be made at an AGM or SGM called for that purpose.

The constitution shall be reviewed at least every two years.

28. COMMON SEAL OF THE CENTRE

(a) The Centre must have a common seal on which its corporate name appears in legible characters.

(b) The common seal of the Centre must not be used without the express authority of the Executive Committee.

(c) The affixing of the common seal of The Centre must be witnessed by any two of the President, an Office Bearer and the Executive Officer.

(d) The common seal of the Centre must be kept in the custody of the President or such other person as the Executive Committee from time to time decides.

29. INSPECTION OF RECORDS, ETC. OF THE CENTRE

A member may at any reasonable time inspect the books, documents, records and securities of the Centre, but may not remove such records

30. DISPUTES AND MEDIATION

a) The grievance procedure set out in the Associations Member Protection Policy applies to disputes under this constitution between-

- i. a Member and another Member;
- ii. a Member and the Centre;
- iii. the Centre and Athletics West; or
- iii. if the Centre provides services to non-members, those non- members who receive services from The Centre.

b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.

c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator, in accordance with the Associations policies.

d) If a dispute between members that relates to the rule of the Centre and/or Athletics West cannot be resolved through this process it will be possible to make an

application for the matter to be heard by the State Administrative Tribunal. It is open to the State Administrative Tribunal to refer the dispute, or any aspect of it, for mediation or make orders for the resolution of the dispute.

e) In limited circumstances the Commissioner for Consumer Protection will be able to apply to the State Administrative Tribunal for the appointment of a statutory manager to administer the affairs of the association.

31. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE CENTRE

If upon the winding up or dissolution of the Centre there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members, or former Members. The surplus property must be given or transferred to another Centre incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which the Centre shall determine by resolution.

32. BY LAWS AND POLICIES

32.1 Amendments to Bylaws and Policies

Amendments may be made at an Annual General Meeting; a Special General Meeting called for the purposes of amending the by-laws/policies or a monthly meeting of the Executive Committee and Club Delegates.

Amendments to the by-laws require a simple majority of eligible members and Club delegates present and willing to exercise their right to vote.

32.2 Policies Binding

All policies made under this Rule shall be binding on the Centre and its Members.

32.3 Policies Deemed Applicable

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

32.4 Notices Binding on Members

Amendments, alterations, interpretations or other changes to regulations and policies shall be advised to Clubs by means of notices approved by the Executive Committee and prepared and issued by the Executive Officer. Clubs shall be obliged to draw such notices to the attention of their respective members. Notices are binding upon all Members of the Centre.

33. FINANCE

- 33.1 The Financial year of the Centre shall be from the first day of April to the thirty first day of March in the following year. During this time the financial affairs shall be administered by the Treasurer.
- 33.2 The Treasurer shall receive all monies due to the Centre and issue receipt for same. All accounts, complete with payment request forms passed for payment at the Executive Committee Meeting will be paid for by cheque or other payment methods as required. When immediate payment is necessary, account/s complete with payment request form shall be paid and the action endorsed at the next committee meeting.
- 33.3 It is recognised that as a Tier 1 Association it is not a formal requirement however, an Audit of Accounts are to be conducted at least once in each financial year of the Centre. The accounts of the Centre shall be examined by an independent auditor.
- 33.4 Two signatories, not being from the same household or Club, shall be required to sign all Centre cheques or authorise electronic funds transfers.

34. REMUNERATION OF COMMITTEE MEMBERS

- a) The Centre may pay a Committee Member's travelling and other expenses as properly incurred:
- i. in attending Committee Meetings or sub-committee meetings;
 - ii. in attending any General Meetings of Athletics West;
 - iii. and in connection with the Centre's business.
- b) Payments listed in Rule 34(a) can only occur once authorised by a resolution of the Centre.
- c) Committee Members must not receive any remuneration for their services as Committee Members other than as described at rule 34(a).

35. CUSTODY OF THE BOOKS OF THE CENTRE

- a) Except as otherwise decided by the Committee from time to time, the Executive Officer must keep in his or her custody or under his or her control all of the Books of the Centre.
- b) With the exception of the Financial Records which, except as otherwise directed by the Committee from time to time, are to be kept under the custody or control of the Treasurer.
- c) The Books of the Centre must be retained for at least 7 years.