

Associations Incorporation Act 2009 (NSW) (Act).

**EAST MAITLAND ATHLETICS
AND LITTLE ATHLETICS
CENTRE INCORPORATED
CONSTITUTION**

May 2018

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**ASSOCIATIONS INCORPORATION ACT 2009 (NSW)
CONSTITUTION**

**EAST MAITLAND ATHLETICS AND LITTLE ATHLETICS CENTRE INCORPORATED
CONSTITUTION**

1.NAME OF CLUB/CENTRE

The name of the Centre is East Maitland Athletics and 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).

'ANSW' means Athletics NSW Limited ACN 072 450 296.

'Athletics' means the sport of athletics as defined by the International Association of Athletics Federations and Athletics Australia, which is governed by ANSW and Athletics Australia.

'Athletics Australia' means Athletics Australia ACN 006 447 294.

'Executive Council' means the body managing the Centre and consisting Of the Executive Council Members.

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

'Constitution' means this Constitution of the Centre.

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

'Executive' means the Executive Council members that the Centre elected under this Constitution who hold any positions on the Executive Council

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

'Junior Member' means an athlete registered with the Centre under the age of 18.

'Associate Member' means:

(a) a Competitive Member over the age of eighteen (18) years

(b) any parent or legal guardian of a Junior Member under the age of eighteen (18) years;

- (c) any individual who is a volunteer, coach or official who is associated with the Centre;
- (d) any person who meets the criteria for membership as an Associate Member which are set out in the Regulations from time to time.

'Full Member' means

- (a) any persons eighteen (18) and older who are registered with the Centre as athletes
- (b) persons being elected as Life Members of the Centre
- (c) persons elected as Executive Council Members of the Centre
- (d) The parents/guardians of a Junior Member.
- (e) any individual who is a volunteer, coach or official who is associated with the Centre.
- (f) any person who meets the criteria for membership as an Associate Member.

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

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

'LANSW' means Little Athletics Association of NSW Inc.

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

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

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

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

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

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

'Regulations' mean any regulations made by the Executive Council under clause 35.

'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 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) 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 CLUB/CENTRE

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

- (a) participate as a member of ANSW and LANSW, so Athletics and Little Athletics respectively can be conducted, encouraged, promoted, advanced and administered in the local community;
- (b) conduct, encourage, promote, advance and administer Athletics and Little Athletics throughout the local community;
- (c) provide opportunities for people of all abilities in the local community to participate in healthy recreation through family and community involvement in Athletics and Little Athletics;
- (d) register with the Centre:
 - (i) LANSW, children and young people in accordance with the requirements of LANSW;
 - (ii) ANSW, people in accordance with the requirements of ANSW;
- (e) act, at all times, on behalf of and in the interest of the Members, Athletics and Little Athletics in the local community;
- (f) affiliate and otherwise liaise with LANSW of which the Centre is a Member and LAA and adopt their rule and policy frameworks to further these Objects and Little Athletics;
- (g) affiliate and otherwise liaise with ANSW of which the Centre is a Member and Athletics Australia and adopt their rule and policy frameworks as required to further these Objects and Athletics;
- (h) abide by, promulgate, enforce and secure uniformity in the Application of the rules of Little Athletics as may be determined from time to time by LANSW and LAA and as may be necessary for the management and control of Little Athletics and related activities in New South Wales;
- (i) abide by, promulgate, enforce and secure uniformity in the application of the rules of Athletics as may be determined from time to time by ANSW and Athletics Australia and as may be necessary for the management and control of Athletics and related activities in New South Wales;
- (j) advance the operations and activities of the Centre throughout the Local community;
- (k) implement such policies as may be developed by LANSW and ANSW, 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 and Athletics respectively;
- (l) have regard to the public interest in its operations; and

- (m) 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. MEMBERSHIP OF THE CENTRE

The membership of the Centre shall be defined in the following Parts :-

5.1 Associate Membership

Associate membership of the Centre shall be :-

- (i) The parents/guardians of such children as are registered with the Centre as athletes in accordance with all LANSW requirements, and after payment of fees set in clause 11. The parents/guardians of such children will be deemed non-voting members.
- (ii) The parents/guardians of such children as are registered with the Centre as athletes with ANSW who are under the age of eighteen (18) years old and after payment of fees set in clause 11. The parents/guardians of such children will be deemed non-voting members.
- (iii) Persons aged eighteen (18) years or older who are registered with the Centre as athletes with Athletics NSW after payment of fees set in clause 11. These persons will be deemed non-voting members.

5.2 Junior Membership

Junior membership of the Centre shall be as follows :-

- (i) Such children as may be registered with the Centre in accordance with clause 5.1 (i) who are deemed junior & non-voting members.
- (ii) Such children as may be registered with the Centre in accordance with clause 5.1 (ii) who are deemed junior & non-voting members.

5.3 Full Membership

Full membership of the Centre will be as follows :-

- (i) The Executive Council of the Centre
- (ii) Life members of the Centre.
- (iii) The parents/guardians of such children as defined in clause 5.1(i), may make application to become a full member of the Centre in the form set out in Appendix 1 and after payment of fees in clause 11.
- (iv) The parents/guardians of such children as defined in clause 5.1(ii), may make application to become a full member of the Centre in the form set out in Appendix 1 and after payment of fees in clause 11.
- (v) Persons eighteen (18) years and older who are registered with the Centre as athletes as defined in clause 5.1(iii), may make application to become a full member of the Centre in the form set out in Appendix 1 and after payment of fees in clause 11.
- (vi) Adults who have an interest in the activities of the Centre, who may or may not be connected with an associate member of the Centre, may make application for full membership of the Centre in the form set out in Appendix 1 and after payment of fees in clause 11.

5.4 Life Member

- (a) The Executive Council or Full Members may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the Centre be appointed as a Life Member of the Centre.
- (b) A resolution of the Annual General Meeting to confer life Membership (subject to clause 5.2(c) on the recommendation of the Executive Council or Full Members must be a Special Resolution.
- (c) A maximum of three (3) persons to be elected at the Centre's Annual General Meeting.
- (d) In the event of more than three nominations being tabled
 - (i) a ballot shall be held to determine the three who will stand for election.

- (ii) The ballot shall be that all nominations be voted on by all those present who are eligible to vote listing the three nominations of their choice. The three nominees receiving the most votes being then presented for Life Membership.
- (iii) In the case of a tie for the third nomination another ballot will be held between those tied with the nominee receiving the most votes being then presented for Life Membership.
- (e) A separate ballot will be then held for each of the three nominees to see if they meet the qualifications to be accepted as a Life Member of our Centre.
- (f) Qualifications for this honour shall be:-
 - (i) Seven consecutive years as a Executive Council Member or an Official with the consent of three-quarters of those present who are eligible to vote at the Centre's Annual General Meeting.
 - (ii) Outstanding service after Five years as an Executive Council Member or an Official with the consent of all those present who are eligible to vote at the Centre's Annual General Meeting.
- (g) A person must accept or reject the Centre's resolution to confer life membership Upon acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.
- (h) 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.
- (i) All Life Members will not be subjected to the payment of annual fees and have voting rights at General Meetings

6. MEMBERSHIP APPLICATION

6.1 Application for Full Membership

An application for Full membership must be:

- (a) made in the manner prescribed in the form of Appendix 1 and at time to time by the Centre, LANSW and ANSW as appropriate;
- (b) upon approval for Full membership the Secretary shall notify the member in the form set out in Appendix 3.
- (c) accompanied by any other document required for membership by the Centre, LANSW or ANSW.

6.2 Discretion to Accept or Reject Application

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

6.3 Renewal

Members (other than Life Members) must renew their Full Membership annually by paying their annual subscription to the Centre or in the manner prescribed from time to time by the Centre, LANSW and ANSW as appropriate.

6.4 Deemed Membership

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

7. REGISTER OF MEMBERS

7.1 Centre to Keep Register

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

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

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

7.2 Inspection of Register

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

7.3 Use of Register

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

8.EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) This Constitution forms a contract between each of them and the Centre and that they are bound by this Constitution and the Regulations and:
 - (i) the constitution of LANSW and LAA where registered with or in connection with Little Athletics; and
 - (ii) the constitution of ANSW where registered with or in connection with Athletics;
- (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 and:
 - (i) LANSW and LAA where registered with or in connection with Little Athletics; and
 - (ii) ANSW where registered with or in connection with Athletics;
- (d) the Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Little Athletics and Athletics in New South Wales; and
- (e) they are entitled to all benefits, advantages, privileges and services of Centre membership.

9.DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of resignation

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

9.2 Discontinuance for Breach

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

9.3 Member may be Reinstated

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

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

9.4 Forfeiture of Rights

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

9.5 Refund of Membership Fees

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

10. DISCIPLINE

10.1 Disciplinary proceedings

Where the Executive Council 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 Executive Council;
- (b) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Centre, Little Athletics or Athletics; or
- (c) brought the Centre, any other Member, Little Athletics or Athletics into disrepute,

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

10.2 Judiciary Committee

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

11. SUBSCRIPTIONS AND FEES

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

12. EXISTING EXECUTIVE COUNCIL MEMBERS

The Members of the Executive Council 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 Executive Council Members shall continue in those positions and act as an Executive Council Member until that position would have become vacant under the constitution operating immediately prior to approval of this Constitution. Upon the retirement of an Executive Council Member referred to in this clause, the positions of Executive Council Members shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

13. POWERS OF THE EXECUTIVE COUNCIL

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 Executive Council in accordance with the Objects.

14 COMPOSITION OF THE EXECUTIVE COUNCIL

14.1 Composition of the Executive Council

The Executive Council shall be elected under clause 15 and shall comprise:

- (a) twelve (12) Executive Council Members who must all be Full Members of the Centre.
- (b) the positions on the Executive Council of President; Vice President; Secretary; Treasurer and Registrar must be filled before any other positions are elected at the Annual General Meeting.
- (c) The Executive Council positions shall, provided there are sufficient nominations, be held by:
 - (i) at least two (2) Executive Council Members whose principal involvement with the Centre is with Little Athletics; and
 - (ii) at least two (2) Executive Council Members whose principal involvement with the Centre is with Athletics.

14.2 Portfolios of Executive Council Members

In addition to the positions of the Executive Council, the Executive Council may allocate portfolios to Full Members of the Centre to assist them in their respective roles

15. ELECTION OF THE EXECUTIVE COUNCIL

15.1 Nomination for Executive Council

- (a) Nominations for Executive Council Member positions shall be called for not less than twenty-one (21) days prior to the Annual General Meeting. When calling for nominations, details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions shall be determined by the Executive Council from time to time.
- (b) A nomination must be in the form set out in Appendix 4 and must specify which Executive Council position the nomination relates to
- (c) Nominees must be over 18 years of age and Full Members of the Centre.

- (d) Nominees for Executive Council Member positions must declare any position they hold at LANSW, LAA, ANSW or Athletics Australia.

15.2 Form of Nomination

Nominations must be:

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

15.3 Election of Executive Council Positions

Election of Executive Positions

- (a) If only one nomination is received for a particular Executive position pursuant to clause 15.1 and 15.2, 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 for a particular Executive Council position pursuant to clause 15.1 and 15.2, or if a person is not approved by the majority of Full Members under clause 15.3(a):
 - (i) nominations can be called upon from the floor which will not be required to comply with the provisions of clauses 15.1 and 15.2 but will require a Full Member who is entitled to vote to second that nomination;
 - (ii) if there is only one nomination from the floor, then that nominee shall be declared elected only if approved by the majority of Full Members entitled to vote and in attendance at the relevant General Meeting;
 - (iii) if there is more than one nomination for a particular Executive Council position, pursuant to clause 15.1 and 15.2, voting to fill the vacancy will be by secret ballot. Voting papers shall be used for each such vacancy on the Executive Council
 - (iv) if there is no nomination from the floor, the position will be deemed a casual vacancy under clause 17.1.
- (c) Voting shall be conducted in such a manner and by such a method as determined by the Executive Council from time to time which may be set out in the Regulations

15.4 Term of Appointment for Executive Council Members

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

15.5 Maximum Number of Terms for Executive Council positions

No person who has served as an Executive Council Member for a period of five (5) consecutive years in the same Executive Council position shall be eligible for election as an Executive Council Member in that same Executive Council position until the second Annual General Meeting following the date of conclusion of his or her last term as an Executive Council Member holding that same position. For the avoidance of doubt and for the purposes of this clause, any terms served prior to this Constitution being adopted will not be taken into account when determining the number of years served by an Executive Council Member.

16. EXECUTIVE COUNCIL PORTFOLIOS

16.1 President

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

- (a) Be informed of all areas by the Secretary.
- (b) May be called upon for whatever duties the Centre may require.
- (c) Present written report at Annual General Meeting.

16.2 Vice President

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

16.3 Secretary

- (a) The Secretary 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 Executive Council Members;
 - (ii) The names of Executive Council Members present at a Executive Council meeting or a General Meeting of the Centre; and
 - (iii) All proceedings at Executive Council 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 Executive Council to take minutes of proceedings.
- (d) Minutes of proceedings at a meeting must be signed by the chair of the next succeeding meeting.
- (e) Keep on file, all correspondence received & a copy of all correspondence forward on behalf of the Centre by each member of the Executive Council.
- (f) Act on behalf of the Centre as directed by the Executive Council.
- (g) Distribute to all Parents/Guardians and Athletes immediately after registering with the Centre, Centre Information Sheets, pertaining to who is on the Executive Council, positions they hold and their phone number (if agreed to by the Executive Council member), Uniform information, end of season awards criteria and information on carnivals that will be held throughout the upcoming season.
- (h) Be responsible for all keys supplied to the Centre and the issuing of them.
- (i) Provide a list of all carnivals, dates and venues, to the Officer for Publicity and Public Relations for information to be distributed to all members.
- (j) Keep a register of Full Members their addresses and the date the member's nomination for Full Membership was approved by the Executive Council
- (j) Keep a register of Life Members their addresses and the date they were approved as a Life Member of the Centre at an Annual General Meeting
- (k) Present a written report of season activities at Annual General Meeting.

16.4 Treasurer

It is the duty of the Treasurer 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.
- (c) Issue receipts for all monies received for banking.
- (d) Present at each Meeting of the Executive Council, a full summary of receipts & expenses for ratification by the Executive Council.
- (e) Present to each Executive Council Meeting, accounts received by the Centre since the previous meeting to be passed for payment.
- (f) Pay on invoice only, all accounts passed by the Executive Council for payment, such payments to be made by Cheque, Direct Deposit or Visa
- (g) Collect all competition & miscellaneous fees owing to the Centre by any members & bank same.
- (h) Present to the Annual General Meeting a detail report of Receipts & Expenditure for the past twelve (12) months.
- (i) All Account Books to be audited by a Professional Accountant or Auditor (not associated with the Centre) prior to the Annual Meeting.
- (j) Establish an account or accounts with a suitable Bank, Building Society or Credit Union.

16.5 Registrar

- (a) It is the duty of the Registrar to maintain the register of all athletes registering with LANSW and ANSW.
- (b) To register all athletes in accordance with LANSW and ANSW regulations and requirements.
- (c) Present a written report detailing total registration numbers, numbers per individual age group (split into female and male) at the Annual General Meeting of the Centre.

16.6 Officer for Field Maintenance

This person shall:-

- (a) Be responsible for the maintenance of the oval deemed as the Centre's home ground.
- (b) Liaise with Maitland City Council re ground markings etc.
- (c) Attend all Oval Board meetings where the Centre should be represented.
- (d) Appoint assistants as required.
- (e) Present a written report of activities at Annual General Meeting.

16.7 OFFICER FOR RECORDS & RANKINGS

The Officer for Records & Rankings shall plan & execute:

- (a) The establishment of a suitable method of arriving at record performances.
- (b) The investigation & recording of all records created in all competition in a suitable records book.
- (c) The organization of the ranking of all athletes for competition.
- (d) The preparation of the details of Records for publicity purposes.
- (e) Present a written report of activities at Annual General Meeting.

16.8 Officer for Coaching and Education

The officer shall plan & implement :-

- (a) Coaching seminars for the education of Centre Members.
- (b) Coaching days to assist the develop the skills of all athletes.
- (c) The coaching of Centre teams for representing carnivals.
- (e) Present a written report of activities at Annual General Meeting.

16.9 Officer for Equipment & Technical Requirements

The Officer will be responsible for the running of all Centre competitions & shall plan & implement :-

- (a) The layout of the Track & Field for all competition held at the Centre.
- (b) Appoint chief officials for all events.
- (c) Have the sole right to cancel carnivals due to weather etc, .
- (d) Be responsible for the storage of all Centre equipment excluding all canteen items & uniform stocks, & keep an inventory of same.
- (e) Be responsible for the issuing, transport & safe return of all equipment at any carnival where the Centre is participating.
- (f) Stocktake of all equipment under the Officer's control shall be carried out at end of each season.
- (g) Present a written report of activities at Annual General Meeting.

16.10 Officer for Fund Raising and Social Activities

The Officer shall plan & implement:-

- (a) The raising of finance when required by Social Activities after approval of Executive Council.
- (b) Ensure that during fund raising activities, monies raised are handed promptly to the Treasurer or if the Treasurer approves, banked into the Centre's account. Receive a receipt for the same.
- (c) Present a report of all Fund Raising & Social Activities at each Executive Council Meeting.
- (d) Present a written report of activities at Annual General Meeting.

16.11 OFFICER FOR CANTEEN CONTROL

The Officer shall plan & implement:-

- (a) The management of all activities in the Canteen whenever competition is held at the Centre.

- (b) Be responsible for all ordering of stock within the Canteen, with financial arrangements as decided upon by the Executive Council.
- (c) Arrange a cash float for the weekly running of the Canteen.
- (d) Arrange for suitable help & replacement in his/her absence.
- (e) Present a Menu & Price List for ratification by the Executive Council.
- (f) Ensure that every time that Canteen activities occur at the Centre, at the completion of the activities, monies raised (except for the amount of the Canteen float) are counted by the Treasurer and the Officer for Canteen Control and a receive receipt for same.
- (g) Present a written report of activities at Annual General Meeting.

16.12 OFFICER FOR PUBLICITY

The Officer shall plan, implement and generate :-

- (a) Newsletters to be put on any media the Executive Council approves
- (b) Liaise with all media outlets on all events pertaining to Centre's activities for the promotion of athletics in the local area
- (c) Present a written report at the Annual General Meeting.

17. VACANCIES ON THE EXECUTIVE COUNCIL

17.1 Casual Vacancies

- (a) In the event of insufficient nominations being received for the Executive Council at the Annual General Meeting of the Centre or in the event of a vacancy during the year, the Executive Council shall have the power to appoint a person, who is a full member of the Centre, to fill the vacancy until the next Annual General Meeting, whether or not a position is already held by that person.

- (b) The President, Vice President, Secretary, Treasurer & Registrar shall hold no other positions on the Executive Council. The other members of the Executive Council may hold more than one position, although it is preferable to have one person, who is a full member of the Centre for each Executive Council positions.
- (c) Where Executive Council positions are created by changes to the Constitution (for the improvement of running the Centre), then the Executive Council shall have the power to appoint a person, who is a full member of the Centre, to fill the position until the next Annual General Meeting.
- (d) Any casual vacancy may only be filled for the remainder of the Executive Council Member's term under this Constitution.

17.2 Grounds for Termination of Executive Council Member

In addition to the circumstances in which the office of an Executive Council Member becomes vacant by virtue of the Act, the office of a Executive Council Member becomes vacant if the Executive Council 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 Executive Council from three successive meetings of the Executive Council;
- (f) holds any office of employment with the Centre without the approval of the Executive Council;
- (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 Executive Council (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 becoming a Committee Member Of a corporation under the Corporations Act 2001 (Cth.).

17.3 Executive Council May Act

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

18. MEETINGS OF THE EXECUTIVE COUNCIL

18.1 Executive Council to meet

- (a) The Executive Council 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.
- (b) The Secretary will convene an Executive Council meeting when a minimum of four (4) Executive Council Members submit a requisition in writing.
- (c) The requisition for an Executive Council meeting shall state the object(s) of the meeting, be signed by the Executive Council Members making the requisition and be sent to the Secretary. The requisition may consist of several documents in a like form, each signed by one or more of the Executive Council Members making the requisition.
- (d) If the Secretary does not cause an Executive Council meeting to be held within one month after the date in which the requisition is sent to the Secretary, the Executive Council Members making the requisition, or any of them, may convene a Executive Council meeting to be held no later than three months after that date.

18.2 Decisions of the Executive Council

Subject to this Constitution, questions arising at any meeting of the Executive Council shall be decided by a majority of votes and a determination of a majority of Executive Council Members shall for all purposes be deemed a determination of the Executive Council. All Executive Council Members shall have one vote on any question and no Executive Council Member will have a casting vote. Where voting is equal, the motion will be lost.

18.3 Resolutions Not in Meeting

- (a) A resolution in writing that has been signed or assented to by circular resolution, facsimile, email or other form of visible or other electronic communication by the Executive Council Members for the time being shall be as valid and effectual as if it had been passed at a meeting of Executive Council Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Executive Council Members. A circular resolution under this clause will be effective if:
 - (i) at least half of the Executive Council Members respond to the proposed resolution; and
 - (ii) at least half of those responding assent to the proposed resolution.
- (b) Without limiting the power of the Executive Council to regulate its meetings as it thinks fit, a meeting of the Executive Council may be held where one or more of the Executive Council 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 Executive Council Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Executive Council or this Constitution. The notice will specify that Executive Council Members are not required to be present in person;
- (111) If a failure in communications prevents **clause 18.3(b) (i)** from being satisfied by the number of Executive Council Members which constitutes a quorum, and none of such Executive Council Members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until **clause 18.3(b) (i)** is satisfied again. If such condition is not satisfied within fifteen minutes from the failure, the meeting shall be deemed to have been terminated or adjourned; and
- (iv) Any meeting held where one or more of the Executive Council Members is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided an Executive Council Member is there present, the meeting shall be deemed to be held at the place where the chair of the meeting is located.

18.4 Quorum

- (a) The presence of at least half of the Executive Council is required to Constitute a quorum at meetings of the Executive Council
- (b) No business is to be transacted by the Executive Council unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (c) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be abandoned

18.5 Notice of Committee Meetings

Unless all Executive Council Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than five (5) days written notice of the meeting of the Executive Council shall be given to each Executive Council Member. The agenda shall be forwarded to each Executive Council Member not less than three (3) days prior to such meeting.

18.6 Public Officer

The Executive Council 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.

18.7 Conflict of Interest

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

18.8 Disclosure of Interests

- (a) The nature of the interest of an Executive Council Member must be declared at the meeting of the Executive Council 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 Executive Council at the next meeting of the Executive Council after the acquisition of the interest by the Executive Council Member. If an Executive Council 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 Executive Council held after the Executive Council Member becomes so interested
- (b) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.

18.9. General Disclosure

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

18.10 Recording Disclosures

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

19. DELEGATIONS

19.1 Executive Council May Delegate Functions

The Executive Council 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 Executive Council must take into account broad stakeholder involvement.

19.2 Delegation by Instrument

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

- (a) this power of delegation; and
- (b) a function imposed on the Executive Council by the Act, any other law, this Constitution, or by resolution of the Full Members in a General Meeting.

19.3 Delegated Function Exercised in Accordance with Terms

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

19.4 Procedure of Delegated Entity

The procedures for any Executive Council or person 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 Executive Council under **clause 18**. The Executive Council or person exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Executive Council with details of all material decisions. The Executive Council or person shall also provide any other reports, minutes and information required by the Executive Council.

19.5 Delegation May Be Conditional

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

19.6 Revocation of Delegation

At any time the Executive Council 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 an Executive Council or person under this clause.

20. SEAL

- (a) The Centre may have a Seal upon which its corporate name shall appear in legible characters.
- (b) The Seal shall not be used without the express authorisation of the Executive Council. Every use of the Seal shall be recorded in the Centre's minute book. Two Executive Council Members must witness every use of the Seal, unless the Executive Council determines otherwise.

21. ANNUAL GENERAL MEETING

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

22. SPECIAL GENERAL MEETINGS

22.1 Special general Meetings May be Held

The Executive Council 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 Executive Council shall convene a Special General meeting before the expiration of that period

22.2 Requisition of Special General Meetings

- (a) The Secretary will convene a Special General Meeting when a minimum of four (4) Full Members entitled to vote submit a requisition in writing
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, be signed by the Full 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 Full 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 Full 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 Full Members under this Constitution shall be convened in the same manner, or as close as possible, as those convened by the Executive Council.

23. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every Full Member entitled to receive notice. The auditor (if any) shall also be entitled to receive notice of every General Meeting. This will be sent to the auditor's last known address, (if applicable). No other person shall be entitled, as of right, to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place, day and hour of the meeting and shall state the business to be transacted at the meeting.
- (c) At least twenty-one (21) days' notice of a General Meeting shall be given to those Full Members entitled to receive notice, together with
 - (i) the agenda for the meeting; and
 - (ii) any notice of motion received from Full Members entitled to vote;
 - (iii) "forms of authority in blank for proxy votes". Appendix Form

- (d) Notice of every General meeting shall be given in the manner authorised in **clause 37**

24. BUSINESS

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

25. NOTICES OF MOTION

Full Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. Notices of motion shall be called for not less than thirty six (36) days prior to the General Meeting and shall be returned not less than 28 days prior to the General Meeting.

26. PROCEEDINGS AT GENERAL MEETINGS

26.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Centre shall be at least half of the Executive Council plus two (2) other Full Members entitled to vote.

26.2 President to Preside

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

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

If the president is not present, or is unwilling or unable to preside, the Executive Council shall appoint another Executive Council Member to preside for that meeting only.

26.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall;

- (i) if convened on the requisition of Full Members be abandoned;
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 chair. 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 chair may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
 - (d) Except as provided in clause 26.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.
 - (e) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Full Members present (being not less than two(2) Full Members entitled to vote, but including not less than four(4) of the Executive Council) shall constitute a quorum for that meeting.

26.4 Voting Procedure

Unless otherwise required by this Constitution, at any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

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

26.5 Recording of Determinations

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

26.6 Where poll demanded

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

27. VOTING AT GENERAL MEETINGS

27.1 Members Entitled to Vote

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

27.2 Exercise of Casting Vote

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

27.3 Proxy Voting

A Full Member shall be entitled to appoint in writing a natural person who is also a Full Member of the Centre to be their proxy, and attend and vote at any General Meeting of the Centre by completing Form Appendix 2 and submitting it to the Centre fourteen (14) days prior to the General Meeting.

27.4 Postal Voting

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

28 GRIEVANCE PROCEDURE

- (a) The grievance procedure set out in this clause applies to disputes under this Constitution between a Member and:
 - (i) another Member; or
 - (ii) the Centre.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute for resolution to an independent tribunal established by the most relevant (as determined by the Executive Council) of:
 - (i) LANSW in accordance with the procedures determined by LANSW from time to time

(ii) ANSW in accordance with the procedures determined by ANSW from time to time

(d) The Executive Council may prescribe additional grievance procedures in the Regulations consistent with this **clause 28(d)**

29 RECORDS AND ACCOUNTS

29.1 Records

The Centre shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the Centre and the Executive Council). It shall produce these as appropriate at each Executive Council and General Meeting.

29.2 Records Kept in Accordance with the Act

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

29.3 Executive Council to Submit Accounts

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

29.4 Accounts Conclusive

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

29.5 Accounts to be Made Available to Members

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

29.6 Negotiable Instruments

All cheques 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 the Treasurer, or in such other manner as the Executive Council determines.

29.7 Financial Year

The financial year of the Centre is:

(a) The period of time commencing on the date of incorporation of the Centre and ending on the following 30 April, and

- (b) Each period of 12 months after the expiration of the previous financial year of the Centre, commencing on 1 May and ending on the following 30 April

30. AUDIT OF ACCOUNTS

- (a) If the Club/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 any applicable code of conduct. The auditor may be removed by the Centre in a General Meeting; and
 - (ii) The accounts of the Club/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 Executive Council, nor related to a person on the Executive Council.

31 INCOME

- 31.1** Income and property of the Centre shall be derived from such sources as the Executive Council reasonably determines from time to time but subject to obligations and directives (if any) from LANSW, LAA, ANSW and Athletics Australia and consistent with the Centre's Objects.
- 31.2** The income and property of the Centre shall be applied solely towards the promotion of the Objects.
- 31.3 Except as prescribed in this Constitution or the Act:**
 - (a) no portion of the income or property of the Centre shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member; and
 - (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Centre to any Member who holds any office at the Centre.
- 31.4** Nothing in clause 31.2 or 31.3 shall prevent payment in good faith of or to any Member for:
 - (a) any services actually rendered to the Centre whether as an employee, contractor, Executive Council Member or otherwise;

- (b) goods supplied to the Centre in the ordinary and usual course of operation;
- (c) interest on money borrowed from any Member;
- (d) rent for premises demised or let by any Member to the Centre;
- (e) any out-of-pocket expenses incurred by a Member on behalf of the Centre; or
- (f) providing grants, scholarships or donations to Members where such grants, scholarships or donations reasonably further the Objects of the Centre.

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

32. WINDING UP

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

33. DISTRIBUTION OF PROPERTY ON WINDING UP

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

34. ALTERATION OF CONSTITUTION

This constitution shall not be altered except by Special Resolution

35. REGULATIONS

35.1 Executive Council to Formulate Regulations

The Executive Council may formulate, issue, adopt, interpret and amend Regulations for the proper advancement, management and administration of the Centre, the advancement of the objects of the Centre as it thinks necessary or desirable. Such Regulations must be consistent with the Constitution and those of LANSW and ANSW as far as possible, and any policy directives of the Executive Council.

35.2 Regulations Binding

All Regulations are binding on the Centre and all Members.

35.3 Regulations Deemed Applicable

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

35.4 Bulletins Binding on Members

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

36. STATUS AND COMPLIANCE OF CENTRE

36.1 Recognition of Centre

- (a) 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 the LANSW constitution. The Centre shall continue to be so recognised and shall administer Little Athletics in the local community in accordance with the Objects.
- (b) The Centre is a Member of Athletics NSW and is recognised by the organisation as the entity responsible for the delivery of Athletics in the local community and is subject to compliance with this Constitution and the ANSW constitution. The Centre shall continue to be recognised and shall administer Athletics in the local community in accordance with the Objects. The Centre must appoint member Centre Representatives to ANSW in accordance with the provisions of ANSW's constitution and may not resign, disaffiliate or otherwise seek to withdraw from ANSW without approval by Special Resolution.

36.2 Constitution of the Centre

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

36.3 Zone/Regional 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, region, or LANSW without approval by Special Resolution and acceptance of the same by LANSW.

37. NOTICE

- (a) Notices may be given by the Centre to any person entitled under this Constitution to receive any notice. The notice can be:
 - (i) by delivery to the person personally;
 - (ii) sent by pre-paid post or facsimile transmission or, where available, by electronic mail to the Member's registered address or facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three (3) 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 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 Executive Council from time to time.

38. INDEMNITY

- (a) Every Committee Member and employee of the Centre will be Indemnified out of the property and assets of the Centre against any liability incurred by them in their capacity as an Executive Council 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 Executive Council Members and employees against all damages and losses (including legal costs) for which any such Executive Council 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 an Executive Council Member, performed or made while acting on behalf of and with the authority, express or implied, of the Centre.

39. VOTING ON SPECIAL RESOLUTIONS

- (1) A resolution is passed by a Centre as a special resolution:
 - (a) at a General Meeting of the Centre of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
 - (b) in a postal ballot conducted by the Centre, or
 - (c) in such other manner as the Director-General may direct

If it is supported by at least three-quarters of the votes cast by Full Members of the Centre who, under the constitution, are entitled to vote on the proposed resolution.

- (2) A notice referred to in subsection (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (3) A postal ballot referred to in subsection (1) (b) may only be conducted in relation to resolutions of a kind that the Centre's constitution permits to be voted on by means of a postal ballot and, if conducted, must be conducted in accordance with the regulations.
- (4) A direction under subsection (1) (c) may not be given unless the Director-General is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by subsection (1) (a) or (b).

APPENDIX 1

(Rule 5.3(iii), (iv), (v), (vi), 6.1(a))

APPLICATION FOR FULL MEMBERSHIP OF THE CENTRE

EAST MAITLAND ATHLETICS AND LITTLE ATHLETICS CENTRE Incorporated
(incorporated under the Associations Incorporation Act, 1984)

I,.....
(Full Name)

of.....
(Address)

hereby apply for Full Member of the above named Incorporated Centre. In the event of my admission as a Full Member, I agree to be bound by the rules of the Centre for the time being in force.

(Signature of Applicant and Date)

I,.....
(Full Name)

a Full Member of the Centre, nominate the applicant, who is personally known to me, for Full Membership of the Centre

.....

(Signature of Proposer and Date)

I,.....
(Full Name)

a Full Member of the Centre, second the nomination of the applicant, who is personally known to me, for Full Membership of the Centre

(Signature of seconder and Date)

APPENDIX 2

(Rule 27.3)

FORM OF APPOINTMENT OF PROXY

I,of.....
(full name, block letters) (address)

being a Full Member of East Maitland Athletics and Little Athletics Centre
Incor[porated, hereby
appoint.....
(full name of proxy in block letters)

of.....
(address)

being a Full Member of that incorporated Centre, as my proxy to vote for
me on my behalf at the Annual General Meeting / Special General Meeting
(cross out whichever is non applicable)

of the Centre to be held on the.....day of.....,19...
and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate)
the resolution (insert details)

(signature of member appointing proxy and date)

I,of.....
(full name, block letters) (address)

do hereby accept to be proxy of the above Full Member and vote according to
the Full member's wishes at the
Annual General Meeting / Special General Meeting
(cross out whichever is non applicable)

(signature of member accepting proxy and date)

NOTE :- A proxy vote may not be given to a person who is not a Full
Member of the Centre.

APPENDIX 3

(Rule 6.1 (b) 11))

FORM OF NOTIFICATION FOR MEMBERSHIP APPROVAL

TO :-
(Full Name)

of.....
(Address)

At the last Executive Council meeting your application for Full Membership was approved.

According to our Constitution you now have to pay the sum of

\$.....
(insert amount)

being for entrance fee / entrance fee and annual subscription (delete as appropriate).

This amount is to be personally paid with the period of 21 days from receiving this notification of Membership approval

to our Treasurer
(insert full name)

APPENDIX 4

(Rule 15.1 (b))

FORM OF NOMINATION FOR POSITION ON THE EXECUTIVE COUNCIL

I,being a Full Member of the Centre
(Full Name)

do hereby nominate.....who is a Full
(Full Name)

Member of the Centre, for the position of

.....
on the Executive Council.

(Signature of Proposer and Date)

I,being a Full Member of the Centre
(Full Name)

do hereby second the nomination of.....who
(Full Name)

is a Full Member of the Centre, for the position of

.....
on the Executive Council.

(Signature of Seconder and Date)

I,being a Full Member of the Centre
(Full Name)

do hereby accept the nomination for the position of

.....
on the Executive Council.

(Signature of Nominee and Date)

