

ASSOCIATIONS INCORPORATIONS ACT 2015- WESTERN AUSTRALIA



**WEST AUSTRALIAN LITTLE ATHLETICS
INCORPORATED
CONSTITUTION
AUGUST 2016**

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1. NAME OF THE ASSOCIATION

The name of the Association is West Australian Little Athletics Incorporated, hereafter referred to as Little Athletics WA. Little Athletics WA, 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.

Affiliate Club means an incorporated association of an athletics related discipline that is aligned/affiliated to a Member Centre as referred to in Rule 5.

Annual General Meeting is the meeting convened under Rule 22.

Appointed Director means a Director appointed under Rule 14.

Little Athletics WA means the Association referred to in Rule 1.

Board means Directors of Little Athletics WA acting collectively.

Board Meeting means a meeting referred to in Rule 17.

By-Law means any By-Law, regulation or policy made by the Board under Rule 33.

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

Chief Executive Officer means the person who is appointed under this Constitution to carry out the duties set out in Rule 19, whether known as the Chief Executive Officer or otherwise.

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

Delegate means the person/s nominated by a Member Centre to represent that entity at any Little Athletics WA meeting.

Director means appointed and elected directors referred to in Rule 13 and 14.

Elected Director means a Director elected under Rule 13.

Electronic Mail means the exchange of digital messages or other means of electronic transmission of data, which can be stored as approved from time to time by the Board.

Financial Year means the period commencing 1 May and concluding on 30 April in the following year.

General Meeting means the Annual General Meeting or any Special General Meeting of Little Athletics WA.

Individual Member means an Individual Member as defined in Rule 5.1.3(a).

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

Life Member means an individual upon whom life membership of Little Athletics WA has been conferred under Rule 5.1.3(b).

Little Athletics means athletic activity for persons of an age determined by Little Athletics WA from time to time.

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 Little Athletics WA as defined in Rule 5.1.

Member Centre means an incorporated entity of an athletics related discipline that may or may not have Affiliate Clubs affiliated to it as referred to in Rule 5.

Policy means a Policy established under the By-Laws of Little Athletics WA.

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

Seal means the common seal of Little Athletics WA and includes any official seal of Little Athletics WA.

Special General Meeting means a General Meeting other than the Annual General Meeting or Association 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 26.

3. OBJECTS OF THE ASSOCIATION

3.1 Objects

Little Athletics WA is the peak body for the administration of Little Athletics in Western Australia. The objects for which Little Athletics WA is established and maintained are to:

- (a) promote and administer athletic competition for participants who are registered with Little Athletics WA;
- (b) promote Little Athletics as a recreational and social activity for all participants in an inclusive environment;
- (c) encourage and assist Member Centres to conduct little athletic competitions;
- (d) work with other similar bodies to develop and grow Little Athletics and athletics across Western Australia;
- (e) seek and maintain affiliation with the Australian Little Athletics Inc;
- (f) enhance the sustainability of Little Athletics WA and its membership;
- (g) align infrastructure development and access to facilities with growth of participation; and
- (h) increase the profile of athletics in Western Australia.

3.2 Promotion of Objects

The property and income of Little Athletics WA shall be applied solely towards the promotion of the objects of Little Athletics WA 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.

3.3 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); and
- (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.

3.3.1 any matters of ambiguity relating to this constitution, shall be resolved by the Board in its sole discretion.

4. POWERS OF LITTLE ATHLETICS WA

The powers conferred on Little Athletics WA are the same as those conferred by the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, Little Athletics WA 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 Little Athletics WA;
- (d) borrow money upon such terms and conditions as Little Athletics WA thinks fit;
- (e) give such security for the discharge of liabilities incurred by Little Athletics WA as Little Athletics WA thinks fit;
- (f) appoint agents to transact any business of Little Athletics WA 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 Little Athletics WA shall consist of the following Members:

- (a) Member Centres;
- (b) Affiliate Clubs;
- (c) Individual Members;
- (d) Life Members; and
- (e) Such new categories of Members, created in accordance with sub-rule 5.3.

Any individual, with the exception of remote athletes or Directors, must be affiliated with a Member Centre or Affiliate Club in accordance with this constitution.

5.1.1 Member Centres

Each Member Centre shall:

- (a) be an incorporated entity;
- (b) elect or appoint two (2) delegates, who shall have the right to be present and debate but only one (1) delegate may vote on behalf of the Member Centre at General Meetings, in accordance with Rule 21.1 ;
- (c) have the minimum number of registered athletes as set down by the Board from time to time in order to be granted or retain affiliation with Little Athletics WA;
- (d) take all necessary steps to ensure its constitution and associated policies, clearly reflect the objects of Little Athletics WA and are otherwise in a form acceptable to the Board;
- (e) ensure its constitution and policies are amended to conform with any amendments made to this constitution;
- (f) lodge with Little Athletics WA its name, audited financials, assets schedule and colours, or any change thereof as per Little Athletics WA policy in effect from time to time. The name and colours of each Member Centre shall be subject to the approval of the Chief Executive Officer;
- (g) In accordance with the financial reporting requirements under the Act, provide a copy of the appropriate financial reports following the Member Centre Annual General Meeting; and**

(h) The Board shall have the right at any time to investigate the financial affairs of any Member Centre.

5.1.2 Affiliate Clubs

Little Athletics WA may affiliate a duly incorporated association of an athletics related discipline that is constituted to represent a group of its members for the purposes of delivering localised co-ordination, administration and development of athletics in accordance with the objects of Little Athletics WA. Affiliate Clubs must affiliate with a Member Centre and will have no voting rights at Little Athletics WA General Meetings.

5.1.3 Other Member categories

(a) Individual Members

- i. Individual Member means a registered financial individual member of Little Athletics WA, Member Centre or Affiliate Club;
- ii. Each Individual Member must be registered with an Affiliate Club or Member Centre unless they are a remote athlete and obtain the approval of Little Athletics WA to register direct;
- iii. Individual Members, subject to this constitution, may attend General Meetings, but shall have no right to debate or vote.

(b) Life Members - Will be appointed in accordance with the criteria and procedure set out, from time to time by the Board, 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, but shall have no right to debate or vote.

5.2 Patron and Vice Patron

Little Athletics WA at its Annual General Meeting may appoint annually, on the recommendation of the Board, a Patron and/or Vice-Patron, subject to approval by the Member Centres.

5.3 Creation of New Categories

The Board 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 Member Centres.

5.4 Register of Individual Members

Member Centres and Affiliate Clubs shall register their Individual Members with Little Athletics WA.

5.5 Transitional Provisions

All entities who were Member Centres, Affiliate Clubs or Individual Members of Little Athletics WA 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 Little Athletics WA until required by this constitution to renew their membership.

6. REGISTER OF MEMBERS OF LITTLE ATHLETICS WA

(a) The Chief Executive Officer, on behalf of Little Athletics WA, must comply with the Act by keeping and maintaining in an up to date condition a secure register of the Members of Little Athletics WA and their contact details as prescribed in the Act.

(b) Upon the request of a Member, Little Athletics WA 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, Little Athletics WA may charge a fee for the provision of accessing the Member Register. Little Athletics WA 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 Little Athletics WA.

(e) The Chief Executive Officer 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 Little Athletics WA to further the objects of Little Athletics WA, as the Board considers appropriate.

7. SUBSCRIPTIONS AND FEES

7.1 Member Centre Fees

(a) Each Member Centre shall in each Financial Year pay to Little Athletics WA, membership fees being:

- i. an affiliation fee, and
- ii. the membership fees which shall be paid to Little Athletics WA prior to a Member Centre affiliating athletes.

(b) The annual membership subscription, fees and any levies payable by Members (or any category of Members) to Little Athletics WA, the basis of, the time for and manner of payment shall be as determined by the Board from time to time.

(c) The Chief Executive Officer shall notify Member Centres of the affiliation and membership fees for the following Financial Year prior to the 30th day of April in each Financial Year.

(d) Any Member Centre that has not paid all monies due and payable by that Member Centre to Little Athletics WA may (subject to the Board'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 Board's discretion. In the meantime, the Member Centre shall have no automatic right to resign from Little Athletics WA, and shall be dealt with at the Board's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that Member Centre as a Member Centre, or impose other conditions or requirements as the Board considers appropriate.

7.2 Affiliate Club Fees

Each Affiliate Club shall pay to its Member Centre an annual affiliation fee, being an amount that shall be determined by the Board from time to time.

7.3 Other Registered Member Fees

(a) Each Individual Member, through its Member Centre or Affiliate Club (or in the case of a remote athlete to Little Athletics WA direct) shall pay each year to Little Athletics WA, membership fees, being an amount that shall be determined by the Board from time to time.

(b) Life Members of Little Athletics WA shall not pay any fees to Little Athletics WA.

8. TERMINATION OF MEMBERSHIP OF LITTLE ATHLETICS WA

Membership of Little Athletics WA may be terminated upon:

(a) receipt by Little Athletics WA of a notice in writing from a Member of their resignation from Little Athletics WA. Such Member remains liable to pay to Little Athletics WA the amount of any subscription due and payable by that Member to Little Athletics WA 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 Little Athletics WA for subscriptions to be paid, unless the Board decides otherwise; or

(c) expulsion of a Member in accordance with Rule 9.

9. SUSPENSION OR EXPULSION OF MEMBERS OF LITTLE ATHLETICS WA

(a) If the Board considers that a Member should be suspended or expelled from membership of Little Athletics WA because of conduct detrimental to the interests of Little Athletics WA, the Board must communicate in writing, to the Member:

- i. notice of the proposed suspension or expulsion and of the time, date and place of the Board 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 Board meeting referred to in paragraph (i).

(b) At the Board meeting referred to in a notice communicated under Rule 9(a), the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to the Board, suspend or expel or decline to suspend or expel that Member from membership of Little Athletics WA 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 Board of their intention to do so within the period of fourteen (14) days referred to in Rule 9(c).

(e) When notice is given under Rule 9(d):

- i. Little Athletics WA in a General Meeting, must either confirm or set aside the decision of the Board 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, Little Athletics WA 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 Board to suspend or expel them is confirmed under this sub-rule; and
- iii. any decision shall be recorded in the minutes of each relevant Board meeting.

10. DISCIPLINE OF MEMBERS

Where the Board 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 Board or any duly authorised committee; or

- ii. acted in a manner unbecoming of a Member or prejudicial to the objects and interests of Little Athletics WA and/or the sport of athletics and its related disciplines; or
- iii. brought Little Athletics WA, the sport of athletics or its related disciplines into disrepute:

the Board 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 Little Athletics WA as set out in Little Athletics WAs policies.

11. POWERS OF THE BOARD

Subject to the Act and this constitution the governance of Little Athletics WA shall be exercised by the Board. In particular, the Board as the controlling authority of Little Athletics WA shall be responsible for acting on all State issues in accordance with the objects of Little Athletics WA and shall operate for the collective and mutual benefit of Little Athletics WA and the sport of athletics throughout Western Australia.

The Board, 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 Little Athletics WA.

The Board Directors shall comply with Little Athletics WA Board Charter, including but not limited to the following actions:

- **a duty of care and diligence;**
- **a duty to act in good faith in the best interests of Little Athletics WA and for a proper purpose;**
- **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 Little Athletics WA.**

The duties outlined in section 11 will also apply to other officers of Little Athletics WA, which include persons who:

- **participate in making decisions that affect a whole or substantial part of Little Athletics WA operations;**
- **have the capacity to significantly affect Little Athletics WA's financial standing; and**
- **with whose instruction the Board is accustomed to act.**

11.1 Committees of the Board

The Board may from time to time appoint committees to undertake certain tasks as determined by the Board. Committees shall be comprised of suitably skilled persons as determined by the Board. A Director of the Board of Little Athletics WA shall be appointed Chairperson of any such committee. The terms of reference for each committee shall be determined by the Board.

12. COMPOSITION OF THE BOARD

The Board shall comprise:

- (a) Five (5) Elected Directors (one of these being the Chairperson) elected in accordance with Rule 13.2;
- (b) Three (3) Appointed Directors who shall be appointed in accordance with Rule 14.

Subject to this Rule, the Chairperson must preside at all General Meetings and Board Meetings. In the event of the absence from a General Meeting or a Board meeting of the Chairperson:

- (a) a Director elected by those Directors present at the General Meeting must preside at the General Meeting; or
- (b) in the event of the absence of the Chairperson from a Board meeting, a Director appointed by the other Directors present at the Board Meeting must preside at the Board Meeting.

13. ELECTED DIRECTORS

13.1 Qualifications for Elected Directors

- (a) Nominees for Elected Director positions on the Board must meet the qualifications as prescribed from time to time by the Board and set out in Little Athletics WAs policies.
- (b) Elected Directors should have a knowledge of athletics or its strategic direction, its stakeholders and a commitment to the development of the sport of athletics.
- (c) Nominees for Elected Director positions on the Board must declare any position they hold in Little Athletics WA, a Member Centre or Affiliate Club, including as an office bearer, director or a paid employee.
- (d) A nominee who is subsequently elected as a Director shall immediately retire/resign from any position they hold as an office bearer, director or a paid employee of Little Athletics WA, Member Centre or Affiliate Club.
- (e) No person who has served as an Appointed Director for a period of three (3) consecutive two (2) year terms, or as an Elected Director for four (4) consecutive two (2) year terms, shall be eligible for election as an Elected Director until after the expiration of twelve (12) months following the date of conclusion of their most recent term as a Director.

13.2 Elections of Elected Directors

- (a) At least 42 days before the date of the Annual General Meeting (excluding the meeting date) in each year, a notice seeking nominations shall be given to each Member Centre, notifying each member Centre of the positions on the Board for which an election is to be held and calling upon Member Centres to nominate persons for election to the Board.
- (b) A nominee must be a Member of Little Athletics WA over the age of 18 years.
- (c) Nominations for Elected Directors must be:
- i. in writing on the prescribed form provided for that purpose;
 - ii. signed by a Member Centre President/Chairperson and Secretary and;
 - iii. signed by the nominee expressing a willingness to accept the position for which they have nominated and may, if desired by the nominee, be accompanied by a written statement of not more than 350 words specifying background information, qualifications, skills and experience of the nominee and particulars of why the nominee has nominated for election.
- (d) Nominations must be received by the Chief Executive Officer at least 28 days prior to the relevant Annual General Meeting (excluding the meeting date).
- (e) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those persons nominated shall be duly elected.
- (f) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be taken as follows:
- i. At least 21 days prior to the Annual General Meeting, each Member Centre entitled to vote will be forwarded a notice specifying the nominees for election and a voting form. The notice specifying the nominees for election and the voting form shall be in a format approved by the Board.
 - ii. The notice specifying the nominees for election will contain:
 - a. the number of positions on the Board for which an election is required and whether the positions are general Board Director positions or the position of Chairperson;
 - b. the names of each nominee and
 - c. if provided, the written statement supplied in accordance with Rule 13.2(c).
- (g) Each Member Centre desiring to vote in the election will complete and return the voting form to the offices of Little Athletics WA by no later than 5pm, 7 days prior to the Annual General Meeting (excluding the day of the meeting).
- (h) The voting shall be conducted by majority vote.

(i) If there are insufficient nominations received to fill all vacancies on the Board, any remaining vacant positions shall be dealt with in accordance with Rule 16.3.

(j) At the Annual General Meeting the Chair at that meeting shall announce the result of the election.

13.3 Term of Appointment

(a) Subject to the transitional provisions contained in Rule 20, Elected Directors shall be elected in accordance with this constitution, for a term of two (2) years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred and continue until the conclusion of the second Annual General Meeting following.

(b) Should any adjustment to the term of Elected Directors elected under this constitution be necessary to ensure rotational terms in accordance with this constitution, the adjustment shall be determined by the Board. Elections to subsequent Boards shall then proceed in accordance with the procedures in this constitution with approximately half of the Elected Directors positions being declared vacant each year.

14. APPOINTED DIRECTORS

The Board shall fill the vacant Appointed Directors positions as soon as practicable, after the Annual General Meeting in accordance with Rule 14.2.

14.1 Qualifications for Appointed Directors

The Appointed Directors may have specific skills as required by the Board in commerce, finance, marketing, law or business generally or such other skills that complement the Board composition. An Appointed Director does not need to be a Member of a Little Athletics WA Centre.

14.2 Term of Appointment

(a) Subject to the transitional provisions contained in Rule 20, Appointed Directors shall be appointed by the Board in accordance with this constitution for a term of **up to** two (2) years, commencing from their date of appointment and concluding at the conclusion of the following Annual General Meeting.

(b) One Appointed Director shall be appointed in each year of odd number and two Appointed Directors shall be appointed in each year of even number.

(c) No person who has served as an Appointed Director for a period of three (3) consecutive two (2) year terms, or as an Elected Director for four (4) consecutive two (2) year terms, shall be eligible for appointment as an Appointed Director until after the expiration of twelve (12) months following the date of conclusion of their most recent term as a Director.

15. LEAVE OF ABSENCE

The Board of Directors may, in its discretion, grant leave of absence to a Director following consideration of an application submitted in writing to the Board provided:

- (a) if such period is less than six (6) months, the Board of Directors may appoint a temporary replacement from amongst the membership;
- (b) if, in the case of an Elected Director, such period is six (6) months or more, that Director is taken to have resigned their position and a casual vacancy arises, but the Director shall be entitled to seek re-election at the Annual General Meeting at which their term of office would otherwise have expired;
- (c) if, in the case of an Appointed Director, the remaining Directors decide that granting the leave of absence would impede the Board of Directors in its role, the Appointed Director's term may be ended and a new Director appointed; and,
- (d) the leave of absence cannot exceed the remaining term of office of the Director.

16. VACANCIES OF THE BOARD

16.1 Grounds for Termination of a Director

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

- (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 Little Athletics WA;
- (e) is absent without the consent of the Board from three (3) consecutive meetings of the Board;
- (f) takes up any office of salaried employment of Little Athletics WA;
- (g) without the prior consent or later ratification of the Member Centres in a General Meeting holds any position of remuneration under Little Athletics WA;
- (h) is directly or indirectly interested in any contract or proposed contract with Little Athletics WA 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 Board or offer their resignation;
- (j) is removed from office by Special Resolution under Rule 16.2;
- (k) would otherwise be prohibited from being a director of a corporation under the Corporations Act or is disqualified from office under the Act;
- (l) breaches Board confidentiality such that the breach poses serious and indefensible circumstances with regards the Director's fiduciary duty to Little Athletics WA or the Board's good governance of Little Athletics WA; or
- (m) brings the sport of athletics into disrepute.

16.2 Removal of a Director

- (a) The Member Centres in a Special General Meeting may by Special Resolution with a majority vote of at least 75%, remove any Director before the expiration of their term of office. If a Director is removed in accordance with this Rule the office of the Director becomes vacant and shall be filled as a casual vacancy in accordance with Rule 16.3.
- (b) The Board, by a majority vote, may remove any Appointed Director, before the expiration of their term of office. If an Appointed Director is removed in accordance with this Rule 16.2(b), the office of the Director becomes vacant and shall be filled as a casual vacancy in accordance with Rule 15.3.
- (c) Where the Director to whom a proposed resolution referred to in sub-rule 16.2(a) makes representations in writing to the Chief Executive Officer and requests that such representations be notified to the Members, the Chief Executive Officer may send a copy of the representations to each Member Centre and Affiliate Club or, if they are not so sent, the Director may require they be read out at the Special General meeting referred to in Rule 15.2(a), and the representations shall be so read.
- (d) Any written communication must be of reasonable length and must not contain any illegal, offensive or defamatory material.
- (e) 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.
- (f) Removal of any Director shall be without prejudice to any legal claim they may have against Little Athletics WA or that Little Athletics WA may have against the Director in respect of matters arising before or after such removal.

16.3 Casual Vacancies

(a) In the event of a casual vacancy of an Elected Director the Board shall identify a replacement Director, in accordance with Rule 14.1, and appoint a suitable person for the remainder of the vacating Directors term.

(b) In the event of a casual vacancy of an Appointed Director the Board shall identify a replacement Director from among appropriately qualified persons, in accordance with Rule 14.2, and appoint a suitable person for the remainder of the vacating Appointed Directors term.

16.4 Remaining Directors May Act

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

17. MEETINGS OF THE BOARD

17.1 Board to Meet

The Board shall meet at least ten (10) times between each Annual General Meeting of Little Athletics WA at such place and times as the Board may determine, for the dispatch of business. The Chief Executive Officer shall, on the requisition of two Directors, convene a meeting of the Board within 14 days.

17.2 Decisions of Board

Subject to this constitution, each Director has a deliberative vote. Questions arising at any meeting of the Board shall be decided by a majority of votes, but, if there is no majority, the Chair at the Board meeting will have a casting vote in addition to his or her deliberative vote. All questions so decided shall for all purposes be deemed a determination of the Board.

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 Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.

(b) For purposes of clarity, a majority vote of Directors shall be sufficient to pass a resolution not in meeting as referred to in Rule 16.3(a).

(c) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of the Board may be held where one or more of the Directors 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 Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice does not specify that Directors 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 Directors which constitutes a quorum, and none of the Directors 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 (i) 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 Board the number of Directors whose presence or participation under sub-rule 26.2 (b) is required to constitute a quorum is four (4) Directors.

When a Board Meeting lapses due to lack of a quorum, the Chief Executive Officer shall convene a second Board Meeting within a period of 14 days.

17.5 Notice of Board Meetings

Unless all Directors 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 Board shall be given to each Director by the Chief Executive Officer. The agenda shall be forwarded to each Director not less than three working days prior to such meeting.

17.6 Validity of Board Decisions

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

17.7 Chair of Board Meeting

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

18. CONFLICTS

18.1 Directors' Interests

A Director is disqualified from holding any position of profit or position of employment in, or in any company or incorporated Little Athletics WA in which Little Athletics WA is a shareholder or otherwise interested or from contracting with Little Athletics WA either as a vendor, purchaser or otherwise except pursuant to an express resolution of approval of the Board. Subject to this Rule, any contract or arrangement entered into by or on behalf of Little Athletics WA in which any Director is in any way interested will be voided for such reason.

18.2 Conflict of Interest

A Director 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 a Director to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, 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 Director must be declared by the Director at the meeting of the Board 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 Board after the acquisition of the interest. If a Director 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 Board held after the Director becomes so interested.

(b) Conflicts of Interest shall be a standing agenda item at meetings of the Board and it is the duty of the Chief Executive Officer to ensure that any declaration made or any general notice given by a Director is recorded in the minutes.

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

19. CHIEF EXECUTIVE OFFICER

19.1 Appointment of Chief Executive Officer

The Chief Executive Officer shall be appointed by the Board on such conditions as it may determine. The Chief Executive Officer shall be entitled to notice of, attend and participate in debate at all meetings of the Board, but shall have no entitlement to vote. The role, responsibilities and duties of the Chief Executive Officer shall be in accordance with the job description, as determined and approved by the Board from time to time.

19.2 Chief Executive Officer as Public Officer

The Chief Executive Officer shall act as and carry out the duties of the Public Officer of Little Athletics WA and shall administer and manage Little Athletics WA in accordance with this constitution, Little Athletics WAs policies and the Act.

19.3 Specific Duties

The Chief Executive Officer shall:

- (a) as far as practicable attend all Board meetings and General Meetings;
- (b) in conjunction with the Chairperson prepare the agenda for all Board Meetings and all General Meetings;
- (c) ensure that minutes of the proceedings of all meetings of the Board and Little Athletics WA are both prepared and recorded; and
- (d) regularly report on the activities of, issues relating to, the conduct and business of Little Athletics WA.

19.4 Broad Power to Manage

Subject to the Act, this constitution, Little Athletics WAs policies, any directive of the Board and to the extent outlined in the Executive Authority Limitations, the Chief Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of Little Athletics WA.

19.5 Chief Executive Officer may Employ

The Chief Executive Officer may employ staff as deemed necessary from time to time and such appointments shall be for a period and conditions determined by the Chief Executive Officer.

20. TRANSITIONAL PROVISIONS

20.1 Transitional Board

Upon the adoption of this constitution, the Board elected at the Annual General Meeting preceding the adoption (the transitional Board) will continue as the Board of Little Athletics WA, with each Director serving out the remainder of their term. The transitional Board shall, consistent with this constitution, do such things and act in such manner as is necessary to further the objects of Little Athletics WA during its term. The quorum for a meeting of the transitional Board shall be four (4) Directors.

20.2 Board Chairperson During Transitional Period

The Chairperson shall preside at every meeting of the transitional Board. If the Chairperson is not present, unwilling or unable to preside, the Directors shall choose one of their number present to preside as Chair for that meeting only.

20.3 Transitional Board Vacancies

Upon the adoption of this constitution, the transitional Board may appoint a person to one of the Appointed Director positions referred to in Rule 14.

At the first Annual General Meeting held following the adoption of this constitution, one (1) of the retiring Directors vacancies will be filled by an Elected Director and two (2) of the retiring Directors vacancies will be filled by Appointed Directors.

At the second Annual General Meeting held following the adoption of this constitution, three (3) of the Elected Director positions, including the position of Chairperson, will be for two (2) year terms and one (1) of the Elected Director positions will be for a one (1) year term.

21. DELEGATES

21.1 Appointment of Delegates

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

A Delegate must:

- (a) be a Member over the age of 18 years of the Member Centre and the Member Centre must be a current financial member of Little Athletics WA,
- (b) be appropriately empowered by the appointing Member Centre to consider, make decisions and vote in proceedings as per this constitution,
- (c) not be a Director of Little Athletics WA,

- (d) not be an employee of Little Athletics WA; and
- (e) not be a Delegate for more than one (1) Member Centre.

21.2 Members to Advise ~~CLAUSE TO BE DELETED~~

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

22. GENERAL MEETINGS

An Annual General Meeting of Little Athletics WA 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 Board, in every calendar year within four (4) months after the end of Little Athletics WA'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.

22.1 Entitlement to Attend General Meeting

Notwithstanding any other Rule, no Member Centre shall be represented at, or take part in a General Meeting, unless all monies in accordance with Rule 7, then due and payable to Little Athletics WA are paid.

23. NOTICE OF GENERAL MEETINGS

23.1 Notice of Annual General Meetings

The Chief Executive Officer shall be responsible for;

- (a) giving notice of the Annual General Meeting to all Board Directors, Member Centres, and Life Members,
- (b) notice of the Annual General Meeting shall be given at least 42 days prior to the meeting and shall specify the place, the day and time of the Annual General Meeting, and
- (c) distributing, at least 21 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.

23.2 Notice of General Meetings

The Chief Executive Officer shall be responsible for:

- (a) giving notice of General Meetings to all Board Directors and Member Centres;
- (b) notice of the General Meetings shall be given at least 42 days prior to the meeting and shall specify the place, the day and time of the General Meeting; and
- (c) distributing, at least 21 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.

24. BUSINESS

24.1 Business of General Meetings

- (a) The business to be transacted at the Annual General Meeting includes the presentation of annual accounts, reports of the Board (including the activities of Little Athletics WA during the preceding Financial Year and activities of the Board), auditors report and the confirmation of Elected Directors and Life Membership.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at the Annual General Meeting, with the exception of those matters set out in Rule 23.2(c) shall be special business.

24.2 Business Transacted

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

25. SPECIAL GENERAL MEETINGS

- (a) Excluding the Annual General Meeting, the Board may, whenever it thinks fit, convene Special General Meetings on dates and at venues to be determined by the Board.
- (b) The Board shall on the requisition in writing by no less than 50 % of Member Centres convene a Special General Meeting.
- (c) The requisition for a Special General Meeting shall state the objective(s) of the meeting; shall be sent to Little Athletics WA and shall be signed by the Member Centres making the requisition.
- (d) If the Board does not cause a Special General Meeting to be held within two (2) months after the date on which the requisition is sent to Little Athletics WA, the

Member Centres making the requisition, 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 25 (a) of this Constitution shall be convened in the same manner, in which meetings are convened by the Board. 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.

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 a General Meeting of Little Athletics WA shall be a minimum of thirty (30) per cent of Member Centres eligible to vote.

26.2 Conduct of Meeting

Without limiting the power of the Board to regulate a meeting as they think fit, a General Meeting may be held where one or more of the Delegates is not physically present at the meeting, provided that:

- (a) prior notification of requirements to satisfy Rule 26.2(b) are communicated to the Chief Executive Officer;
- (b) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of physical or electronic communication;
- (c) notice of the meeting is given to all Member Centres entitled to notice in accordance with Rule 23.2; and
- (d) in the event that a failure in communications prevents the condition in Rule 26.2(b) from being satisfied by that number of participants that constitutes a quorum, and insufficient Delegates 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 the condition at Rule 26.2(b) is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated.

26.3 Chair of General Meetings

The Chairperson shall, subject to this constitution, preside as Chair at every General Meeting of Little Athletics WA. If the Chairperson is not present, is unwilling or unable to preside, the Directors shall choose one of their number present who shall, subject to this constitution, preside as chair for that meeting only.

26.4 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 sub-rule 26.4(b).

(b) When any General Meeting lapses due to lack of a quorum, the Chief 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 Member Centres 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 26.4(d) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

26.5 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) Member Centres present in person at the meeting.

26.6 Voting Entitlements

(a) Subject to this constitution; Member Centres shall be entitled to one (1) vote at General Meetings in accordance with sub-rule 5.1.1.

(b) Subject to this constitution, Member Centres votes shall be exercised by the Delegates. 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 Rule 5.

(c) All votes shall be given personally or by mail, as provided in sub-rule 26.2(b).

26.7 Recording of Determinations

Unless a Poll is demanded under Rule 25.5, 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 Little Athletics WA shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

26.8 Where Poll Demanded

If a Poll is duly demanded under Rule 26.5 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.

26.9 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 Member Centres.

26.10 Minutes

(a) The Chief 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 Little Athletics WA, on giving reasonable notice to the Chief Executive Officer, may inspect the Minutes of any General Meeting.

(c) Within 14 days after each General Meeting, the Chief Executive Officer shall supply to each Member Centre a copy of the minutes of the General Meeting.

27. PROXY AND MAIL VOTING

27.1 Proxy Voting Not Permitted

Proxy voting shall not be permitted at General Meetings.

27.2 Mail Voting

(a) Should an issue arise between General Meetings which requires a decision or ratification by Member Centres, the Board 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 Chief Executive Officer shall, upon receipt of the directive, as soon as practicable, dispatch a copy of the proposed resolution to each Member Centre eligible to vote.
 - ii. Such dispatch shall be, at the discretion of the Chairperson, 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 Centre;
 - 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 Chief 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 Board shall examine the votes as tallied and advise each Member Centre of the result.

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

28. RULES OF LITTLE ATHLETICS WA

Little Athletics WA may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in the Act, the constitution shall be reviewed at least every two years.

29. COMMON SEAL OF LITTLE ATHLETICS WA

- (a) Little Athletics WA must have a common seal on which its corporate name appears in legible characters.
- (b) The common seal of Little Athletics WA must not be used without the express authority of the Board.
- (c) The affixing of the common seal of Little Athletics WA must be witnessed by any two of the Chairperson, a Director and the Chief Executive Officer.

(d) The common seal of Little Athletics WA must be kept in the custody of the Chief Executive Officer or such other person as the Board from time to time decides.

30. INSPECTION OF RECORDS, ETC. OF LITTLE ATHLETICS WA

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

31. DISPUTES AND MEDIATION

(a) The grievance procedure set out in Little Athletics WAs Member Protection Policy May 2016 applies to disputes under this constitution between-

- i. a Member and another Member;
- ii. a Member and Little Athletics WA; or
- iii. if Little Athletics WA provides services to non-members, those non-members who receive services from Little Athletics WA, and Little Athletics WA.

(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 Little Athletics WAs policies.

(d) If a dispute between members that relates to the rule of Little Athletics WA 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.

32. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF LITTLE ATHLETICS WA

If upon the winding up or dissolution of Little Athletics WA 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 Little Athletics WA 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 Little Athletics WA shall be determined by resolution of the Member Centres.

33. BY LAWS AND POLICIES

33.1 Board to Formulate By-Laws and Policies

The Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such regulations and policies for the proper advancement, management and administration of Little Athletics WA, the advancement of the objects of Little Athletics WA and the sport of athletics as it thinks necessary or desirable. Such policies must be consistent with this constitution.

33.2 Policies Binding

All policies made under this Rule shall be binding on Little Athletics WA and its Members.

33.3 Policies Deemed Applicable

All By-Laws, regulations and policies of Little Athletics WA 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.

33.4 Notices Binding on Members

Amendments, alterations, interpretations or other changes to regulations and policies shall be advised to Members by means of notices approved by the Board and prepared and issued by the Chief Executive Officer. Member Centres and Affiliate Clubs shall be obliged to draw such notices to the attention of their respective members. Notices are binding upon all Members of Little Athletics WA.