

ASSOCIATIONS INCORPORATION ACT 1987

CONSTITUTION

OF

WESTERN AUSTRALIAN ATHLETICS COMMISSION (INC.)

April 2009

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1.0 NAME OF THE ASSOCIATION

The name of the Association is the Western Australian Athletics Commission (INC.)

2.0 INTERPRETATION

2.1 In this Constitution, the following terms shall bear the meanings set out below:

“absolute majority” means a total majority of persons entitled to be present, whether present and voting or not, being the next whole number beyond half;

“Act” means the Associations Incorporation Act 1987 (Western Australia);

“Athletics” means the general name for the sport of athletics which includes track and field athletics, cross country athletics, road running and walking, hurdling, steeplechasing, mountain running, road running, jumping and pole vaulting, shot putting, discus, javelin, hammer and weight throwing;

“Athletics Australia” means the Company limited by guarantee incorporated in the State of Victoria under the name of Athletics Australia or any successor body.”

“Board” means the Board of the Commission;

“Board member” means a member for the time being of the Board;

“Chairperson” means the Chairperson of the Board;

“Chief Executive Officer” means the person appointed by the Board to that position from time to time pursuant to clause 11(b) (xviii) of this Constitution;

“Commission” means Western Australian Athletics Commission (Inc.);

“committee” means one of the committees appointed by the Board pursuant to clause 11 (b)(vi) of this Constitution;

“Corporations Law” means the Corporations Law as referred to in the Corporations (Western Australian) Act 1990;

“Financial Year” means the period of 12 calendar months commencing on 1 July in each year.

“in writing” means written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form;

“Life Member” means a person appointed as a Life Member pursuant to clause 4(b);

“Members” means the persons who are members of the Commission in accordance with this Constitution;

“Month” means calendar month;

“the Office” means the registered office of the Commission or such other office as is from time to time notified to the Members;

“Officers” means the Chairperson of the Board and the Vice Chairperson of the Board;

“Ordinary Members” means all officials (including but not limited to technical officials, volunteers, administrators and coaches) and competing athletes irrespective of age who are registered with the Commission

“Athletics WA Council” means the body constituted pursuant to clause 15;

“Recreational Runner Member” means any person who participates in a Running Australia Project in a given Financial Year and satisfies any application criteria or requirement specified in the Rules;

“Rules” means the Rules of the Commission as amended from time to time;

“Running Australia Project” means any activity conducted or event sanctioned by Athletics Australia or the Commission under Running Australia as such from time to time;

“Seal” means the Common Seal of the Commission;

“Secretary” means that person appointed secretary of the Commission from time to time by the Board.

2.2 Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender. Except where the context otherwise requires, words importing persons shall include incorporated and unincorporated bodies.

2.3 A reference to a clause is a reference to a clause of this Constitution.

2.4 Subject to the provisions of this clause, any words or expressions defined in the Act or any statutory modifications thereof in force at the date on which this Constitution becomes binding on the Commission shall, if not inconsistent with the subject or context, bear the same meanings in this Constitution.

3.0 OBJECTS AND POWERS

3.1 The Commission is established for the following objects:

- (a) to promote, encourage, improve, administer and co-ordinate Athletics in Western Australia at all levels according to the Constitution and the Rules for the benefit of its Members and of Athletics as a whole;

- (b) where necessary or desirable, to act as a representative body for Western Australia at both national and government levels in all matters pertaining generally to Athletics;
- (c) to affiliate with any relevant bodies;
- (d) to sanction and stage events;
- (e) to provide funds in such manner as the Board may decide for the support and development of Athletics in Western Australia;
- (f) to secure as far as practicable a uniform policy in all matters affecting the administration and development of Athletics in the State of Western Australia;
- (g) to liaise with all local, State and Commonwealth governments, and all other bodies or entities involved with Athletics;
- (h) to accept responsibility for carrying out any functions which may be transferred from time to time to the Commission by any such bodies on such terms as may be then agreed between the donor of those functions and the Commission.

3.2 To give effect to the objects as specified in clause 3.1, the Commission shall have all of the powers of a body corporate incorporated under the Corporations Law and, without affecting the generality of those powers, shall have the power:

- (a) to accept, hold, acquire, maintain, deal with and dispose of land, buildings and real or personal property;
- (b) to invest the money of the Commission not immediately required for the purpose of carrying out the objects of the Commission;
- (c) to borrow money from any person or body corporate for the purpose of carrying out any of the Commission's objects;
- (d) to enter into any negotiation, contract and engagement, in relation to the conduct and management of the affairs of the Commission and to rescind and vary any contract entered into and do anything which might be considered by the Board to be expedient for or in relation to any of those matters for the purpose of the Commission;
- (e) to enter into partnership or to collaborate with or otherwise enter into any arrangement for the sharing of information, union of interests, cooperation, joint venture, reciprocity, concession or otherwise with any other person, body corporate, sports organisation, sporting club or government authority carrying on or engaged in or about any transaction or activity which the Commission is authorised to carry on or engage in

- (f) to raise funds for the purposes of the Commission by any lawful means and to provide such securities as the Board may think fit to secure those funds;
- (g) to disseminate knowledge of Athletics to the advancement of the public interest;
- (h) to promote awareness of and participation in Athletics;
- (i) to form and promote the formation of, committees and sub-committees of the Commission;
- (j) to engage, contract or employ by any means the services of persons in any manner;
- (k) to enter into any arrangement with any government or other authority or any other person that may be conducive to the attainment of the Commission's objects or any one of them;
- (l) to open and operate on any current account at any Bank or to conduct any other lawful activity with any Bank;
- (m) to draw, make, accept, endorse, discount, execute and issue bills of exchange, drafts or any other negotiable or transferable instruments;
- (n) to receive funds from any other source whether public or private and to expend the same;
- (o) to act as trustee of any trust;
- (p) to sue or be sued in its corporate name;
- (q) to institute and maintain a bureau of information and records covering all phases and branches of Athletics;
- (r) to establish and maintain in Western Australia a uniform test of eligibility and uniform laws for the conduct of Athletics;
- (s) to deal promptly with any abuses of Athletics;
- (t) to hear and adjudicate upon appeals from the decision of Affiliated Clubs or officials thereof;
- (u) to suspend, disqualify, fine or otherwise deal with any Affiliated Club or Ordinary Member which or who has committed any breach of the Constitution of the Commission or the rules or bylaws made thereunder or practised, counselled or sanctioned thereunder whether or not arising out of or in connection with Athletics, which conduct is, in the opinion of the Commission, unfair, unbecoming or contrary to the interests of Athletics or which may bring into disrepute the Commission;

- (v) to manufacture, market, distribute, or sell textiles, apparel, clothing, merchandise, souvenirs and the like to promote the objects of the Commission and to authorise other parties to do so on such terms and conditions as the Commission may think fit;
- (w) to support (by making donations of the Commission's funds or otherwise) and aid the support of any body (whether corporate or not) have objects similar (but so that the same are charitable in law) to those of the Commission and whose rules or memorandum of association prohibits the division of its income and property amongst its members at least to the same extent as clause 22.0 hereof;
- (x) to make representations to governments and to government, municipal, local and other authorities in relation to any matters affecting the interest of Athletics;
- (y) to require Affiliated Clubs to furnish any information desired by the Commission upon matters falling within the scope of their activities; and
- (z) to do all such things as are incidental or conducive to the attainment of the Commission's objects.

4.0 MEMBERSHIP

- (a) Members of the Commission shall be:
 - (i) any persons appointed to the Board pursuant to clause 7(a)(i)
 - (ii) any Affiliated Club affiliated by the Commission in accordance with clause 15.0 hereof;
 - (iii) Ordinary Members; and
 - (iv) any Life Member appointed pursuant to clause 4(b).
 - (v) Recreational Runner Members
- (b) Any person may be appointed by the Board as a Life Member of the Commission where, in the opinion of the Board, that person's contributions or achievements in the sport of Athletics are outstanding or are otherwise deserving of such recognition.
- (c) Any Member may resign at any time by notice in writing to the Secretary.
- (d) Ordinary Members shall be registered with the Commission and thereby become members, either through the Affiliated Club of which they are a member, or directly with the Commission, by completing and submitting the relevant application for membership. Any member of a Specialist Group who wishes to become an Ordinary Member and who is not also a member of an Affiliated Club must register directly with the Commission.

5.0 REGISTER OF MEMBERS OF THE ASSOCIATION

5.1 Register of Members

- (a) The Secretary must make sure that the register of Members is up to date in accordance with the Act.
- (b) The register must contain:
 - (i) the full name of each Member;
 - (ii) the postal or residential addresses of each Member;
 - (iii) the date on which the person became a Member; and
 - (iv) any other details the Executive Committee determines.
- (c) Any change in membership of the Association must be recorded in the register within 28 days after the change occurs.
- (d) The register must be kept and maintained at the offices of the Association or at such other place as the Executive Committee decides.

5.2 Inspecting the Register

- (a) Any Member is able to inspect the register free of charge, at such time and place as is mutually convenient to the Association and the Member.
- (b) A Member must contact the Secretary to request to inspect the register.
- (c) The Member may copy by hand details from the register but has no right to remove the register for that purpose.

5.3 Copy of the Register

- (a) A Member may request a copy of the register.
- (b) If the Member satisfies the Executive Committee that the purpose of obtaining a copy of the register is directly connected with the affairs of the Association, then a copy of the register may be given to the Member.
- (c) The Association may charge a fee to the Member for providing a copy of the register, such amount to be determined by the Executive Committee from time to time.

5.4 Prohibited Use of Information

A Member must not use or disclose the information on the register:

- (a) to gain access to information that another Member has deliberately denied them;
- (b) to contact, send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (c) for any other purpose unless the use of the information is approved by the Association and for a purpose that is directly connected with the affairs of the Association.

6.0 OFFICERS AND OTHER BOARD MEMBERS

- (a) The Officers (subject to paragraph (b) of this clause) shall be elected annually by the Board members at the Annual General Meeting of the Commission.
- (b) The Chairperson of the Board shall not hold that office for more than four (4) consecutive years and the Vice Chairperson of the Board shall not hold that office for more than two (2) consecutive years.
- (d) If there is any single candidate for a post that candidate shall be declared elected unopposed.
- (e) If there is more than one candidate for a post the candidate who secures the largest single number of votes shall be declared elected and, in the event of a tie, the person to be elected shall be determined by drawing lots.
- (f) Officers shall serve until the conclusion of the following Annual General Meeting.

7.0 COMPOSITION OF THE BOARD

- (a) The Board shall be comprised of the Chairperson, the Vice Chairperson and a maximum of seven (7) and a minimum of four (4) other persons appointed from time to time pursuant to sub clauses (b) – (g) hereof.
- (b) The two (2) persons (if any) appointed by the Board on the nomination of the Athletics WA Council shall be appointed and hold office as provided in clauses 15.18 and 15.19 hereof.
- (c) The members of the Board in office at the time of the adoption of this provision shall remain in office subject to the provisions of sub-clause (e) hereof.
- (d) On or before 31 August (“the Interest Date”) in each year the Board shall invite expressions of interest from persons seeking appointment to the Board by advertisement in a public newspaper circulating in Western Australia or in such other manner as the Board considers appropriate.
- (e) On or before the Interest Date each year one half of the members of the Board (excluding any nominated by the Athletics WA Council and appointed as provided in clause 15.18) or if their number is not an even number then the whole number nearest (rounded down) shall retire from office on the basis of those who have been appointed the longest shall retire first, but shall be eligible to offer themselves for re-election.
- (f) The Board shall hold a meeting within 28 days of the last day specified by the Board of submissions of interest and elect new Board members by majority vote.
- (g) If at any time the number of Board members falls below four (4) the continuing Board members may act in cases of emergency or for the purpose of increasing the number of Board members to the minimum number.
- (h) If a Board member is removed from office as a result of the procedures contained in clause 8.0 (a) to (c) hereof or a Board member shall die, resign or be unable to perform his duties for any reason, the Board shall replace such Board member as soon as practicable by calling for expressions of interest from the public in such manner as is appropriate in the circumstances

and thereafter the Board shall elect any new member required at its next meeting after expressions of interest from the public have closed. The new member's term shall be the balance of the replaced member's term.

- (i) Except as provided in sub rule (h) the term of any board member elected shall be two (2) years.
- (j) Any Board member may attend and speak at any meeting of any committee or sub-committee.

8.0 REMOVAL OF MEMBERS OF THE BOARD

- (a) Notwithstanding anything else contained in this Constitution, the Board, by a resolution passed by a simple majority (whether present or not) at a meeting of the Board, may remove from office any Board member.
- (b) The Secretary shall give fourteen (14) days notice to all Board members of the proposal of the motion referred to in clause 6(a), and shall if required by the person whom it is proposed be removed, circulate to all Board members any written communication of reasonable length provided it does not contain any illegal, offensive or defamatory material.
- (c) At the meeting, the person whose removal is proposed shall have the right to address the meeting.

9.0 VOTING BY BOARD MEMBERS AT MEETINGS

- (a) All Board members shall have one vote each.
- (b) The Chairperson may exercise a casting vote in addition to a deliberative vote in the case of an equality of votes at any meeting of the Board and of the Commission.
- (c) All Board members entitled to vote shall be empowered to cast their votes as they see fit.

10.0 DISCLOSURE OF INTERESTS

- (a) Each member of the Board shall disclose to the Board in writing any interest (whether direct or indirect) he or she may have in any contract or proposed contract being considered by the Board and shall refrain from discussing or voting upon such business. A member of the Board may make a general declaration that he or she is a member of a particular organisation and so to be regarded as interested in any transaction involving that organisation.
- (b) No member of the Board shall take any loan from the Commission.
- (c) No member of the Board shall use any information that he or she gains as a consequence of membership of the Board for personal gain.
- (d) Nothing in this clause shall derogate from the general duty of good faith owed by members of the Board to the Commission.

11.0 POWERS OF THE BOARD

- (a) Subject always to the provisions of this Constitution, the administration, direction and management of the affairs of the Commission shall be vested in the Board.
- (b) Without prejudice to the general powers and duties conferred upon the Board by paragraph (a) of this clause, the Board shall have the following powers:
 - (i) to make, repeal and amend all such Rules as the Board shall consider necessary for the management and well being of the

- Commission. All Rules made by the Board under this clause must be available to Members at the Office at all times and shall remain in force until repealed by the Board;
- (ii) to make, repeal and amend such Standing Orders as the Board shall consider necessary for the conduct of the meetings of the Board and of the Commission. All Standing Orders made by the Board must be available to Members at all times and shall remain in force until repealed by the Board;
 - (iii) to carry out the functions conferred in writing upon it by relevant bodies;
 - (iv) to negotiate, enter into, discharge, rescind or vary broadcasting, marketing, sponsorship and other contracts on behalf of the Commission and execute and do all such acts, deeds and things in the name of and on behalf of the Commission as it may deem appropriate.
 - (v) to act for persons in Athletics on such terms as may from time to time be agreed between the Board and those persons;
 - (vi) to establish such committees and sub-committees as it shall from time to time think fit and to delegate to them such functions (being less than the total functions of the Board) as it shall determine from time to time and/or direct them to consider and report on such matters as it shall from time to time determine. Each committee shall report regularly to the Board. In establishing a committee, the Board shall appoint the members of the same together with a chairperson and a secretary. Members of a committee or sub-committee (other than the chairperson) shall each have one (1) vote. The chairperson and employees of the Commission shall have no vote. Notwithstanding this, the chairperson, in the case of an equality of votes, may exercise a casting vote. The Board may invite the secretary or other member or members of a committee or sub-committee to attend such meetings of the Board as it thinks fit;
 - (vii) to appoint, from time to time, Life Members;
 - (viii) to affiliate with such other bodies or organisations as the Board thinks fit having regard to the objects of the Commission specified in clause 3.1 including the appointment of any delegate(s) to any such bodies or organisations required or considered necessary by the Board to assist with the fulfillment of the objects of the Commission.
 - (ix) to stage events and for that purpose to make rules in relation to the regulation and conduct of events and, without limiting the generality of the foregoing, to make rules as to the permissible participants, fees, the recognition of records, and the resolution of disputes;
 - (x) to draft and fix annual budgets for the Commission;
 - (xi) to propose a motion for consideration at any meeting of the Commission;
 - (xii) to co-ordinate policies affecting athletes of all ages, ranks, classifications and abilities;
 - (xiii) to exercise the Commission's powers in relation to the purchase of property of any kind and to dispose of it in any manner;

- (xiv) to make and give receipts, releases and other discharges for any amounts payable to the Commission and for claims and demands on it;
 - (xv) to invest or place on deposit any of the moneys of the Commission not immediately required upon any investments or securities which the Board thinks fit;
 - (xvi) to issue, sign, draw, endorse, negotiate, transfer and assign all cheques, bills, drafts, promissory notes securities and instruments, negotiable and non-negotiable, and generally to operate the Commission's banking accounts;
 - (xvii) to exercise all the powers of the Commission to borrow money, and to mortgage or charge its undertaking and property, and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Commission or of any third party;
 - (xviii) to appoint a person as the Chief Executive Officer of the Commission, to determine her or his powers and duties, and to fix her or his salary, fees and emoluments (if any) and term of appointment;
 - (xix) to appoint such officers, employees, servants or agents for temporary or permanent employment or special services as thought fit and to determine their powers and duties and to fix their salaries, fees and emoluments (if any) and to dismiss any of them as the occasion may require;
 - (xx) to appoint a patron for the Commission;
 - (xxi) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Commission, its officers, employees, servants or agents or otherwise concerning the affairs of the Commission and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Commission.

 - (xxii) to delegate to such person or persons as from time to time thought fit any functions (being less than the total functions of the Board) that it shall determine upon such terms and subject to such directions as it shall from time to time decide, provided first that in so doing the Board shall at all times retain management of the Commission and ultimate control of all activities for which the Board shall be responsible and provided second that any such delegation shall be non-transferable by the delegate.
 - (xxiii) to fix fees for affiliation with the Commission and vary those fees from time to time;
 - (xxiv) to pay all the costs and expenses of and incidental to any of the aforesaid matters and things; and
 - (xxv) to exercise all of such powers under this clause (except any function delegated to it by another entity which cannot be exercised otherwise than exclusively by the Commission) jointly with any other person.
- (c) The Board shall be responsible for ensuring compliance with the Constitution and the Rules.
- (d) The Board shall ensure that the Commission provides the following to Athletics Australia:

- (i) copies of its annual reports and financial statements within thirty days of the issue thereof;
- (ii) copies of minutes of the Commission's proceedings and
- (iii) a copy of any proposed alteration to or an amendment to its constitutional regulations governing it for the time being for approval by the Board of Management of Athletics Australia (other than proposed alterations solely designed to cover administrative matters). A copy of any alteration which does not require prior approval shall be forwarded within twenty one days of being passed.

12.0 PROCEEDINGS OF THE BOARD

- (a) The Board shall meet at least once per month during each year, unless it shall otherwise determine by a resolution passed by a two thirds majority of all members of the Board.
- (b) Not less than five (5) clear days notice of all meetings shall be given to all members of the Board entitled to attend.
- (c) The Chairperson of the Board or any two (2) Board members may call an emergency or extraordinary meeting at any time on not less than one (1) clear day's notice.
- (d) Meetings of the Board may be held by teleconference or by using such other forms of communication as the Board members may agree upon from time to time.
- (e) The Board shall not proceed to business unless a quorum is present. The quorum for all meetings shall be four (4) Board members. If a quorum is not present within thirty (30) minutes after the time appointed for the start of the meeting, the Chairperson of the Board shall adjourn the meeting for seven (7) days and at the adjourned meeting the quorum shall be four (4) Board members.
- (f) Except where otherwise provided in this Constitution, questions arising at any meeting shall be determined by a majority of votes.
- (g) If the Chairperson of the Board is not present at the start of a meeting, the Vice Chairperson of the Board shall take the Chair. If the Vice Chairperson of the Board is not in such circumstances present, the meeting shall elect its own chairperson.
- (h) A resolution in writing signed by all Board members entitled to vote shall be as effective as a resolution passed at a meeting of the Board duly convened and held and may consist of several documents in a like form each signed by one or more Board members.

13.0 ANNUAL GENERAL MEETING

- (a) The Annual General Meeting of the Commission shall be held no later than the month of October in each year at such time and place as the Board shall determine.
- (b) The Secretary shall give to all Board members preliminary notice of the date and place of the Annual General Meeting not less than twenty eight (28) days before the date of the meeting.
- (c) Resolutions for inclusion on the agenda of the Annual General Meeting shall be given in writing to the Secretary not less than twenty one (21) days before the date of the Meeting.

- (d) The Secretary shall give to all Board members a final notice and any resolutions, together with the agenda for the Meeting, not less than fourteen (14) days before the date of the Meeting.
- (e) The Annual General Meeting shall transact the following business:
 - (i) receive the annual report;
 - (ii) receive the annual accounts, the auditors' statement and the budget for the Commission;
 - (iii) elect the Officers of the Board;
 - (iv) elect the Board members;
 - (v) elect the auditors and agree their remuneration; and
 - (vi) transact any other business, proper notice of which has been given on the notice convening the Meeting
- (f) The persons entitled to notice of an Annual General Meeting or any other General Meeting required to be held hereunder and to attend and vote at any such meetings shall only be Board Members from time to time.

14.0 NOTICES OF MEETING

- 14.1 Notices of the Annual General Meeting and of ordinary meetings of the Board may be given to Board members by posting, electronically mailing or faxing a notice in writing to the address, email address or facsimile number of each Board member as registered with the Secretary. In the case of an emergency or extraordinary meeting of the Board, notice may be given as for an ordinary meeting or by telephoning a Board member.
- 14.2 A notice which is required to be given to the Commission shall be in writing and shall be posted or faxed to the Secretary at the Office.
- 14.3 Notice of the Annual General Meeting will be advertised on the Association's website not less than twenty eight (28) days before the date of the meeting.

15.0 ATHLETICS WA COUNCIL

- 15.1 In this clause:
 - "Body" and "Bodies" mean, respectively each of and all of the bodies referred to in clause 15.2 entitled to representation on the Athletics WA Council.
 - "Council Chairperson" means the chairperson of the Athletics WA Council appointed by the Board.
 - "Affiliated Clubs" means those incorporated clubs or associations which have been affiliated by the Commission in order that the clubs or associations may register athletes and officials to participate in competitions conducted by the Commission.
 - "Specialist Group" means a group of individuals who are involved in a like minded activity to the Commission or of its affiliates, which comprises a minimum of 15 members and is incorporated. "Council Secretary" means the secretary of the Athletics WA Council appointed by the Board.
- 15.2 The Board shall establish a body to be known as the "Athletics WA Council" which shall be comprised of a Council Chairperson appointed by the Board and one duly authorised person ("delegate") from each Affiliated Club, Association and Specialist Group.
- 15.3 All delegates shall be entitled to a vote at meetings of the Athletics WA Council save for the Council Chairperson, who shall have only a casting vote in the case of an equality of votes.

- 15.4 All delegates shall have one vote each
- 15.5 The Council Secretary shall be responsible for keeping proper minutes of the meetings of the Athletics WA Council, and for keeping a register of the addresses of the Bodies and of the names of the contacts for the Bodies and their respective telephone numbers.
- 15.6 The Athletics WA Council shall meet at least once during each year at such time and place as the Board shall reasonably determine.
- 15.7 Not less than seven (7) clear days' notice of all ordinary meetings of the Athletics WA Council shall be given to each Body by the Board.
- 15.8 Any eight (8) delegates of the Athletics WA Council may call an emergency or extraordinary meeting at any time, on not less than three (3) clear days' notice.
- 15.9 (a) The Athletics WA Council shall not proceed to business unless a quorum is present. That quorum shall be six (6) delegates.
- (b) If a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the chairperson of the meeting shall adjourn the meeting for seven (7) days and at the adjourned meeting the quorum shall be eight (8) delegates.
- 15.10 If the Council Chairperson is not present at the start of the meeting, the meeting shall elect its own chairperson.
- 15.11 Meetings of the Athletics WA Council shall be conducted in accordance with the Standing Orders made from time to time by the Board, but the chairperson (in accordance with clause 15.11) shall determine any matter of procedure or point of order in the absence of an appropriate provision in the Standing Orders, and that determination shall be final.
- 15.12 Questions arising at any meeting of the Athletics WA Council shall be determined by a majority of votes.
- 15.13 The Athletics WA Council shall provide advice to the Board on matters which the Board has directed the Athletics WA Council to consider, and may provide advice to the Board on such other matters as the Athletics WA Council considers appropriate.
- 15.14 The Athletics WA Council may form committees to consider any matter which may be referred to the Athletics WA Council by the Board, or which the Athletics WA Council, by its own motion, may consider appropriate to be dealt with by a committee, and may co-opt any persons to sit on such committees.
- 15.15 The Board is not bound by any resolution, determination, advice or recommendation of the Athletics WA Council.
- 15.16 (a) Every second year, the delegates shall elect from a list of delegates prepared by the Board two delegate(s) who are to be nominated as Board members ("nominee").
- (b) The Board may appoint or refuse to appoint a nominee to the Board.
- (c) Should the Board refuse to appoint a nominee, the Council Chairperson shall convene a further meeting of the Athletics WA Council which shall elect a substitute nominee from the list of delegates prepared by the Board.
- (d) Each Body shall give notice in writing to the chairperson twenty eight (28) days prior to the election (which shall be held at least twenty eight (28) days prior to the expiration of the term of appointment of the Board member due to retire) of the name of its delegate proposed for inclusion in the list of delegates.
- (a) The Council Chairperson shall forward the names of the delegates proposed for inclusion in the list of delegates to the Board.

- (b) Fourteen (14) days prior to the election, the Council Chairperson shall notify the Bodies of the list of delegates prepared by the Board.
- 15.17 (a) Notice of ordinary meetings of the Athletics WA Council shall be given to the Bodies either by posting or faxing a notice in writing to the address of each Body as registered with the Secretary. In the case of emergency or extraordinary meetings of the Athletics WA Council, notice may be given as for an ordinary meeting or by telephoning the contact of each Body.
- (b) Any notice which is required to be given to the chairperson or the secretary shall be in writing and posted or faxed to the Council Chairperson or the Council Secretary, as the case may be, at the Office.
- 15.18 A delegate of a Body, excepting any delegate who is a Board member when acting in that capacity, may change from time to time and between meetings and adjourned meetings, without notice to the Council Chairperson or the Council Secretary, provided that the delegate of a Body is a person duly authorised by that Body to attend at a meeting or meetings of the Athletics WA Council.

16.0 AFFILIATED CLUBS AND SPECIALIST GROUPS

16.1 The Board may on such terms and conditions it deems fit

- (a) affiliate a club or association as an Affiliated Club so that it and its members may participate in the activities of the Commission as athletes or officials,
- (b) permit a Specialist Group to seek membership.

16.2 Affiliated Clubs and Specialist Groups wishing to seek membership must forward to the Board a completed "Application for Affiliated Club or Specialist Group (as may be the case)" form together with a copy of their constitution and certificate of incorporation.

16.3 Affiliated Clubs and Specialist Groups have the right to be represented and vote through a delegate exercising a single vote at meetings of the Athletics WA Council.

16.4 Members of Specialist Groups may become Ordinary Members of the Commission by paying the nominated fee.

16.5 The Board may disaffiliate any Affiliated Club or Association or revoke the membership of a Specialist Group any time. Such Affiliated Club or Association or Specialist Group shall have a right of appeal to and to be heard by the Board in relation to such decision.

17.0 AMENDMENTS TO CONSTITUTION

This shall be the only Constitution of the Commission and shall not be altered, varied, added to or repealed unless three quarters of the Members entitled to vote at the Annual General Meeting or at a meeting especially convened for that purpose are in favour of such alteration, variation, addition or repeal.

18.0 TRANSITIONAL PROVISIONS

Notwithstanding any other provision of this Constitution, the transitional provisions set out in the Rules shall have effect.

19.0 MINUTES AND RECORDS

- (a) The Secretary shall cause to be kept proper minutes of the proceedings of the Annual Meetings of the Commission, meetings of the Board and, if considered necessary by the Board, all committees and sub-committees. The Council Secretary shall cause to be kept proper minutes of the proceedings of all meetings of the Council.
- (b) The minutes and other records, books, documents and securities of the Commission shall be retained and maintained at the Office.
- (c) The minutes of Annual Meetings may be inspected at all reasonable times by any Member.
- (d) The minutes of meetings of the Board, and any committee or sub-committee may be inspected at all reasonable times by members of the Board and by members of the relevant committee or sub-committee.
- (e) Provided the Board shall have so resolved, the minutes of any meeting of the Board and of any committee or sub-committee may be inspected at any reasonable time by any member thereof provided that, where in the reasonable opinion of the Board there are matters contained in such minutes which should be kept confidential, inspection may be limited to such parts of those minutes as have not been so classified.
- (f) Any member of the Board or of any committee or sub-committee, entitled to inspect the minutes shall be entitled to a copy at cost.

- (g) The Secretary shall cause to be kept properly and available for inspection by any member of the Board or of any commission, committee or sub-committee, at any reasonable time free of charge (in addition to any books required by statute) the following:
- (i) the register of Board members showing the name and address of each member;
 - (ii) the register of Life Members showing the name and address of each Life Member;
 - (iii) the register of the names and addresses of members of each committee or sub-committee;
 - (iv) the register of interests disclosed by members of the Board and of each committee or sub-committee;
 - (v) the minutes of any meeting of the Board, and, subject to paragraph (a) of this clause, any committee or sub-committee,
- except where such material or part of it is classified by the Board (pursuant to a resolution achieved by absolute majority) as being confidential and not to be disclosed.

20.0 ACCOUNTING PROVISIONS

- (a) At the Annual General Meeting in every year the Board shall lay before the Commission a proper income and expenditure account made up to a date not more than four (4) months before such meeting together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other Records, Documents and Securities required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty eight (28) days before the date of the meeting, be sent to the Auditors, and be available upon request to all Board members.
- (b) Once at least in every year the accounts of the Commission shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by an auditor or auditors who are registered company auditors under Part 9.2 of the Corporations Law.

21.0 THE ASSOCIATION'S RECORDS, DOCUMENTS AND SECURITIES

21.1 Inspecting the Records, Documents and Securities

- (a) Subject to these Rules, a Member is able to inspect the Records, Documents or Securities of the Association free of charge at such time and place as is mutually convenient to the Association and the Member.
- (b) A Member must contact the Secretary to request to inspect the Records, Documents or Securities of the Association.

21.2 Prohibition on Use of Information

A Member must not use or disclose information in the Records, Documents and Securities of the Association except for a purpose that:

- (a) is directly connected with the affairs of the Association; or

- (b) is related to administering the Act.

22.0 NON-PROFIT

The income and property of the Commission wheresoever derived shall be applied solely towards the promotion of the objects of the Commission and no portion thereof shall be paid, transferred or distributed directly or indirectly to the Members otherwise than in accordance with such directions of the Board and then only in good faith in pursuit of the objects of the Commission as specified in this Constitution provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Commission or to any person or organisation other than a Member in return for any services actually rendered or facilities or goods actually provided to the Commission.

23.0 COMMON SEAL

The Common Seal of the Commission engraved with the name of the Commission shall be kept in the care of the Secretary. The seal shall not be used or affixed to any deed or other document except pursuant to the resolution of the Board in the presence of the Chairperson, or in her or his absence, the Vice Chairperson, and another member of the Board, both of whom shall subscribe their names as witnesses.

24.0 DISSOLUTION

- (a) The Commission may be dissolved or wound up by a resolution at a general meeting of the Board called for such purpose by not less than three quarters of all Board members. The general meeting will be advertised on the Association's website and is open to all members.
- (b) If on the winding up of the Commission, any property of the Commission remains after satisfaction of the debts and liabilities of the Commission and the costs, charges and expenses of that winding up, that property shall be distributed to another association incorporated under the Act or for charitable purposes, which incorporated association or purposes, as the case requires shall have as its primary purpose the advancement of Athletics and shall be determined by resolution of the Board members prior to the time of winding up.
- (c) In default of any such resolution, such payment, transfer or distribution shall be determined by a Judge of the Supreme Court of Western Australia.

25.0 REPEAL

All previous Constitutions of the Commission are hereby repealed and shall have no further force nor effect on and from the date upon which this Constitution is adopted but this repeal shall not affect the validity of any Rules in force prior to the adoption of this Constitution.

26.0 ATHLETICS AUSTRALIA

All events conducted or sanctioned by the Commission, shall where appropriate or required be conducted in accordance with, and not in any way inconsistently with the Memorandum and Articles of Association, Bylaws and Rules of Athletics Australia in force from time to time.