

ASSOCIATIONS INCORPORATIONS ACT 2015- WESTERN AUSTRALIA

KWINANA ATHLETICS CENTRE INCORPORATED

CONSTITUTION

DATE 8 May 2025

Version Control

Version	Date	Revised by	Comments
4.0	10/08/2023	A Talbert	Sample ready to distribute
4.1	15/01/2025	A Talbert	Proposed amendments
4.2	10/04/2025	Stephen Scoon	Final
4.3	08/05/2025	Eddie Peters	Final v2

TABLE OF CONTENTS

TABLE OF CONTENTS	
1	KWINANA ATHLETICS CENTRE INCORPORATED THE ASSOCIATION
2	DEFINITIONS
3	OBJECTS <ul style="list-style-type: none"> 3.1 Interpretation 3.2 Obligations to Athletics West 3.3 Objects 3.4 Promotion of Objects
4	POWERS OF THE ASSOCIATION
5	MEMBERS <ul style="list-style-type: none"> 5.1 Category of Members 5.2 Patron and Vice-Patron 5.3 Creation of New Categories 5.4 Register of Individual Members
6	REGISTER OF MEMBERS OF ASSOCIATION
7	SUBSCRIPTION AND FEES <ul style="list-style-type: none"> 7.1 Registered Members Fees 7.2 Other Registered Member Fees
8	TERMINATION OF MEMBERSHIP OF THE ASSOCIATION
9	SUSPENSION OR EXPUSION OF MEMBERS OF THE ASSOCIATION
10	DISCIPLINE OF MEMBERS
11	POWERS OF THE COMMITTEE
	11.1 Sub-committees
12	COMPOSITION OF THE COMMITTEE
13	COMMITTEE MEMBERS <ul style="list-style-type: none"> 13.1 Qualifications for Committee members 13.2 Elections of Committee members 13.3 Term of Appointment
14	LEAVE OF ABSENCE
15	VACANCIES ON THE COMMITTEE <ul style="list-style-type: none"> 15.1 Grounds for Termination of a Committee member 15.2 Removal of a Committee member 15.3 Casual Vacancies 15.4 Remaining Committee members may act
16	MEETINGS OF THE COMMITTEE <ul style="list-style-type: none"> 16.1 Committee to meet 16.2 Decisions of the Committee 16.3 Resolutions not in meeting 16.4 Quorum 16.5 Notice of Committee Meetings 16.6 Validity of Committee Decisions 16.7 Chairperson of Committee Meetings
17	CONFLICTS
	17.1 Conflict of Interest
	17.2 Disclosure of Interests
18	DELEGATES
	18.1 Appointment of Delegates
	18.2 Members to advise
19	GENERAL MEETINGS
20	NOTICE OF GENERAL MEETINGS
	20.1 Notice of Annual General Meeting

	20.2 Notice of General Meetings	
21	BUSINESS 21.1 Business of General Meetings 21.2 Business Transacted	
22	SPECIAL GENERAL MEETINGS	
23	PROCEEDINGS AT GENERAL MEETINGS 23.1 Quorum 23.2 Conduct of Meeting 23.3 Chair of General Meetings 23.4 Adjournment of Meeting 23.5 Voting Procedure 23.6 Voting Entitlement 23.7 Recording of Determinations 23.8 Where Poll Demanded 23.9 Resolutions at General Meetings 23.10 Minutes	
24	PROXY AND MAIL VOTING 24.1 Proxy Voting Not Permitted 24.2 Mail Voting	
25	RULES OF THE ASSOCIATION	
26	COMMON SEAL OF THE ASSOCIATION	
27	INSPECTION OF RECORD, ETC THE ASSOCIATION	
28	DISPUTES AND MEDIATION	
29	DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE ASSOCIATION	
30	BY-LAWS AND POLICIES 30.1 Committee to Formulate By-Laws and Policies 30.2 Policies Binding 30.3 Policies Deemed Applicable 30.4 Notices Binding on Members	
31	AFFILIATE CLUBS 31.1 Establishing an Affiliate Club 31.2 Compliance with Association Rules 31.3 Financing an Affiliate Club 31.4 Delegates 31.5 Delegates Council 31.6 Disaffiliating Clubs	

1. NAME OF THE ASSOCIATION

The NAME of the Association is **KWINANA ATHLETICS CENTRE INCORPORATED**, hereafter referred to as KAC (or an abbreviation thereof), with Committee 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, affiliated with **KWINANA ATHLETICS CENTRE INCORPORATED**.

Annual General Meeting is the meeting convened under Rule 19-20.

Assets schedule means a listing of all of the Association's fixed assets.

The Association means **KWINANA ATHLETICS CENTRE INCORPORATED**.

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

By-Law means any By-Law, regulation or policy made by the Committee under Rule 30.

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

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

Committee means Committee members of **KWINANA ATHLETICS CENTRE INCORPORATED**, acting collectively.

Committee member means a person referred to in Rule 13 and 14.

Committee Meeting means a meeting referred to in Rule 16.

Delegate means the person/s nominated by the Committee to represent **KWINANA ATHLETICS CENTRE INCORPORATED** at a meeting of Athletics West.

Financial Year means the period commencing October 1st and concluding on September 30th in the following year.

General Meeting means the Annual General Meeting or any Special General Meeting of **KWINANA ATHLETICS CENTRE INCORPORATED**.

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, trademarks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the Association or any event, competition or activity of or conducted, promoted or administered by **KWINANA ATHLETICS CENTRE INCORPORATED**.

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

Life Member means an individual upon whom life membership of **KWINANA ATHLETICS CENTRE INCORPORATED** has been conferred under Rule 5.1.4 (b)

Member means member of **KWINANA ATHLETICS CENTRE INCORPORATED** as defined in Rule 5.

Policy means a Policy established under the By-Laws of **KWINANA ATHLETICS CENTRE INCORPORATED**.

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

Seal means the common seal of **KWINANA ATHLETICS CENTRE INCORPORATED** and includes any official seal of **KWINANA ATHLETICS CENTRE INCORPORATED**.

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

Special General Meeting means a General Meeting other than the Annual General Meeting or Association Meeting, convened in accordance with Rule 22.

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

3.1 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.

Any matters of ambiguity relating to this constitution, shall be resolved by the Committee in its sole discretion.

3.2 OBLIGATIONS TO ATHLETICS WEST

As a consequence of affiliation with Athletics West:

- a. **KWINANA ATHLETICS CENTRE INCORPORATED** shall be bound at all times to abide by the Constitution, Rules, By- Laws and Policies of Athletics West;
- b. Should **KWINANA ATHLETICS CENTRE INCORPORATED** fail to fulfil its obligations to Athletics West by virtue of unduly neglecting, disregarding or abusing the aims and/or powers set out hereunder, or otherwise operate in a manner not in the best interest of athletics as a whole, Athletics West shall be empowered to arrange a meeting with **KWINANA ATHLETICS CENTRE INCORPORATED** Committee to resolve the matters;
- c. **KWINANA ATHLETICS CENTRE INCORPORATED** cannot change its name, uniform or colours or part thereof without the expressed approval of Athletics West.

KWINANA ATHLETICS CENTRE INCORPORATED shall complete and submit the affiliation forms and pay the annual affiliation fee prior to the date prescribed by Athletics West each year, before accepting athlete registrations for the following season.

The Committee shall submit to the AGM of **KWINANA ATHLETICS CENTRE INCORPORATED**, the annual report, Financial Reports as required by the Act and Assets Schedule for the adoption by Club Delegates. At least one (1) copy shall be forwarded to each affiliated Club and one (1) copy to Athletics West, within thirty days (30) following the date of the Annual General Meeting of **KWINANA ATHLETICS CENTRE INCORPORATED**.

3.3 OBJECTS OF **KWINANA ATHLETICS CENTRE INCORPORATED**

The objects for which **KWINANA ATHLETICS CENTRE INCORPORATED** is established and maintained are to:

- (a) promote and administer athletic competition for both junior and senior participants who are registered with Athletics West;
- (b) promote athletics as a recreational and social activity for both junior and senior participants in an inclusive environment;
- (d) work with other similar bodies to develop and grow athletics across Western Australia;
- (e) seek and maintain affiliation with Athletics West;
- (f) enhance the sustainability of Athletics West 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.

3.4 PROMOTION OF OBJECTS

The property and income of **KWINANA ATHLETICS CENTRE INCORPORATED** shall be applied solely towards the promotion of the objects of **KWINANA ATHLETICS CENTRE INCORPORATED** 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.

4. POWERS OF THE ASSOCIATION

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

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

5.1.1 Junior Registered Members

Junior Registered Members shall:

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

(c) pay all fees associated with membership of **KWINANA ATHLETICS CENTRE INCORPORATED** and Athletics West; and

(d) have no voting rights unless aged 15 years or over.

5.1.2 Senior Registered Members

Senior Registered Members shall:

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

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

(c) pay all fees associated with membership of **KWINANA ATHLETICS CENTRE INCORPORATED** and Athletics West; and

(d) have voting rights.

5.1.3 Ordinary Membership

- a) An Ordinary Member may be a parent/guardian/carer of a Junior Registered Member as defined in Rule 5.1;
- b) Shall have voting rights, if the Junior Registered Member they are a parent/guardian/carer for, does not have voting rights; and
- c) Will ensure the requirements of 5.1.1 are met.

Irrespective of the number of Junior Registered Members, parent/guardian/carer votes are limited to one vote per Ordinary Member.

5.1.4 Other Member Categories

(a) Individual Members

- i. Individual Member means a registered financial individual member of **KWINANA ATHLETICS CENTRE INCORPORATED**;
- ii. Individual Members, subject to this constitution, may attend General Meetings, but shall have no right to debate or vote.

(b) Life Members

- i. Will be appointed in accordance with the criteria and procedure set out, from time to time by the Committee, in the policies. Any conditions, obligations or privileges of life membership shall be as prescribed in the policies. Life Members, subject to this constitution, may attend General Meetings, but shall have no right to debate or vote.

5.2 Patron and Vice Patron

KWINANA ATHLETICS CENTRE INCORPORATED at its Annual General Meeting may appoint annually, on the recommendation of the Committee, a Patron and/or Vice-Patron, subject to approval by the Members.

5.3 Creation of New Categories

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

5.4 Register of Members

KWINANA ATHLETICS CENTRE INCORPORATED shall register their Members with Athletics West.

6. REGISTER OF MEMBERS OF ASSOCIATION

- (a) The Secretary, on behalf of **KWINANA ATHLETICS CENTRE INCORPORATED**, must comply with the Act by keeping and maintaining in an up-to-date condition a secure register of the Members of **KWINANA ATHLETICS CENTRE INCORPORATED** and their contact details as prescribed in the Act.
- (b) Upon the request of a Member, **KWINANA ATHLETICS CENTRE INCORPORATED** 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, **KWINANA ATHLETICS CENTRE INCORPORATED** may charge a fee for the provision of accessing the Member Register. **KWINANA ATHLETICS CENTRE INCORPORATED** 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 **KWINANA ATHLETICS CENTRE INCORPORATED**.
- (e) The Secretary must cause the **KWINANA ATHLETICS CENTRE INCORPORATED** 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 **KWINANA ATHLETICS CENTRE INCORPORATED** to further the objects of **KWINANA ATHLETICS CENTRE INCORPORATED**, as the Committee considers appropriate.

7. SUBSCRIPTIONS AND FEES

7.1 Registered Members Fees

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

7.2 Other Registered Member Fees

- (a) Each Individual Member shall pay each year to **KWINANA ATHLETICS CENTRE INCORPORATED**, membership fees, being an amount that shall be determined by the Committee, or Members dependent on voting rights, from time to time.
- (b) Life Members of **KWINANA ATHLETICS CENTRE INCORPORATED** shall not pay any fees to **KWINANA ATHLETICS CENTRE INCORPORATED**.

8. TERMINATION OF MEMBERSHIP

Membership of **KWINANA ATHLETICS CENTRE INCORPORATED** may be terminated upon:

- (a) receipt by **KWINANA ATHLETICS CENTRE INCORPORATED** of a notice in writing from a Member of their resignation from **KWINANA ATHLETICS CENTRE INCORPORATED**. Such Member remains liable to pay to **KWINANA ATHLETICS CENTRE INCORPORATED** the amount of any subscription due and payable by that Member to **KWINANA ATHLETICS CENTRE INCORPORATED** 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 **KWINANA ATHLETICS CENTRE INCORPORATED** for subscriptions to be paid, unless the Committee decides otherwise; or

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

9. SUSPENSION OR EXPULSION OF MEMBERS OF THE ASSOCIATION

(a) If the Committee considers that a Member should be suspended or expelled from membership of **KWINANA ATHLETICS CENTRE INCORPORATED** because of conduct detrimental to the interests of **KWINANA ATHLETICS CENTRE INCORPORATED**, the Committee must communicate in writing, to the Member:

- i. notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
- ii. particulars of that conduct, not less than thirty (30) days before the date of the Committee meeting referred to in paragraph (i).

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

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

- i. **KWINANA ATHLETICS CENTRE INCORPORATED** in a General Meeting, must either confirm or set aside the decision of the Committee to suspend or expel the Member, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, **KWINANA ATHLETICS CENTRE INCORPORATED** 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 Committee to suspend or expel them is confirmed under this sub-rule; and
- iii. any decision shall be recorded in the minutes of each relevant Committee meeting.

10. DISCIPLINE OF MEMBERS

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

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

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

11. POWERS OF THE COMMITTEE

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

The Committee, subject to the Act and this constitution, shall have the power, jurisdiction and authority to do all things necessary to carry out the business, the affairs and the objects of **KWINANA ATHLETICS CENTRE INCORPORATED**.

The Committee members shall comply with **KWINANA ATHLETICS CENTRE INCORPORATED** Committee Charter, including but not limited to exercising:

- a duty of care and diligence;
- a duty to act in good faith in the best interests of **KWINANA ATHLETICS CENTRE INCORPORATED** 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 **KWINANA ATHLETICS CENTRE INCORPORATED**.

The duties outlined in section 11 will also apply to other officers of **KWINANA ATHLETICS CENTRE INCORPORATED**, which include persons who:

- participate in making decisions that affect a whole or substantial part of **KWINANA ATHLETICS CENTRE INCORPORATED** operations;
- have the capacity to significantly affect **KWINANA ATHLETICS CENTRE INCORPORATED**'s financial standing; and

- with whose instruction the Committee is accustomed to act.

11.1 Sub-committees

The Committee may from time to time appoint sub-committees to undertake certain tasks as determined by the Committee. Sub-committees shall be comprised of suitably skilled persons as determined by the Committee. A Committee member of **KWINANA ATHLETICS CENTRE INCORPORATED** shall be appointed Chairperson of any such sub-committee. The terms of reference for each sub-committee shall be determined by the Committee.

12. COMPOSITION OF THE COMMITTEE

The Committee consist of —

the office holders of the Association; and

at least one other ordinary Member.

The committee must determine the maximum number of Members who may be ordinary committee members.

The following are the office holders of the Association —

the chairperson;

the deputy chairperson;

the secretary;

the treasurer.

A person may be a committee member if the person is —

an individual who has reached 18 years of age; and

an ordinary member.

A person must not hold more than one of the office holder position mentioned above at the same time.

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

- (a) a Committee member elected by those Committee members present at the General Meeting must preside at the General Meeting; or

(b) in the event of the absence of the Chairperson from a Committee meeting, a Committee member appointed by the other Committee members present at the Committee Meeting must preside at the Committee Meeting.

13. COMMITTEE MEMBERS

13.1 Qualifications for Committee members

(a) Nominees for Committee member positions on the Committee must meet the qualifications as prescribed from time to time by the Committee and set out in **KWINANA ATHLETICS CENTRE INCORPORATED** policies.

(b) Committee members 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 Committee member positions on the Committee must declare any position they hold in **KWINANA ATHLETICS CENTRE INCORPORATED** or Athletics West, including as an office bearer, committee member or a paid employee.

13.2 Elections of Committee members

(a) At least 28 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, notifying each member of the positions on the Committee for which an election is to be held and calling upon Members to nominate persons for election to the Committee.

(b) A nominee must be a Member of **KWINANA ATHLETICS CENTRE INCORPORATED** over the age of 18 years.

(c) Nominations for Committee members must be:

- i. in writing on the prescribed form provided for that purpose;
- ii. signed by an Affiliate Club 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 Chairperson at least 14 days prior to the relevant Annual General Meeting (excluding the meeting date).

(e) If the number of nominations received for the Committee is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then those persons nominated shall be declared elected to the position at the Annual General Meeting

(f) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be taken at the Annual General Meeting.

Notice must be given as follows:

- i. At least 7 days prior to the Annual General Meeting, each Member entitled to vote will be forwarded a notice specifying the nominees for election.
- ii. The notice specifying the nominees for election will contain:
 - a. the number of positions on the Committee for which an election is required and what those positions are;
 - b. the **KWINANA ATHLETICS CENTRE INCORPORATED**s of each nominee: and
 - c. if provided, the written statement supplied in accordance with Rule 13.2(c).

(h) The voting shall be conducted by majority vote at the annual general meeting

(i) If there are insufficient nominations received to fill all vacancies on the Committee, any remaining vacant positions shall be dealt with in accordance with Rule 16.

(j) At the Annual General Meeting the Chairperson at that meeting may call for nominations from the ordinary members at the meeting.

13.3 Term of Appointment

(a) Subject to the transitional provisions contained in Rule 20, Elected Committee members 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 Committee members elected under this constitution be necessary to ensure rotational terms in accordance with this constitution, the adjustment shall be determined by the Committee. Elections to subsequent Committees shall then proceed in accordance with the procedures in this constitution with approximately half of the Elected Committee members positions being declared vacant each year.

14. LEAVE OF ABSENCE

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

- (a) if such period is less than six (6) months, the Committee may appoint a temporary replacement from amongst the membership;
- (b) if, in the case of a Committee member, such period is six (6) months or more, that Committee member is taken to have resigned their position and a casual

vacancy arises, but the Committee member shall be entitled to seek re-election at the Annual General Meeting at which their term of office would otherwise have expired; and

(d) the leave of absence cannot exceed the remaining term of office of the Committee member.

15. VACANCIES ON THE COMMITTEE

15.1 Grounds for Termination of a Committee member

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

- (a) dies;
- (b) becomes bankrupt or 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 **KWINANA ATHLETICS CENTRE INCORPORATED**;
- (e) is absent without the consent of the Committee from three (3) consecutive meetings of the Committee;
- (f) takes up any office of salaried employment of **KWINANA ATHLETICS CENTRE INCORPORATED**;
- (g) without the prior consent or later ratification of **KWINANA ATHLETICS CENTRE INCORPORATED** s in a General Meeting holds any position of remuneration under **KWINANA ATHLETICS CENTRE INCORPORATED** E;
- (h) is directly or indirectly interested in any contract or proposed contract with **KWINANA ATHLETICS CENTRE INCORPORATED** 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 Committee or offer their resignation;
- (j) is removed from office by Special Resolution under Rule 16.2;
- (k) would otherwise be prohibited from being a committee member of a corporation under the Corporations Act or is disqualified from office under the Act;

(l) breaches Committee confidentiality such that the breach poses serious and indefensible circumstances with regards the Committee member's fiduciary duty to **KWINANA ATHLETICS CENTRE INCORPORATED** or the Committee's good governance of **KWINANA ATHLETICS CENTRE INCORPORATED**; or

(m) brings the sport of athletics into disrepute.

15.2 Removal of a Committee member

(a) **KWINANA ATHLETICS CENTRE INCORPORATED** in a Special General Meeting may by Special Resolution with a majority vote of at least 75%, remove any Committee member before the expiration of their term of office. If a Committee member is removed in accordance with this Rule the office of the Committee member becomes vacant and shall be filled as a casual vacancy in accordance with Rule 16.3.

(c) Where the Committee member to whom a proposed resolution referred to in Rule 16.2 (a) makes representations in writing to the Chairperson and requests that such representations be notified to the Members, the Chairperson may send a copy of the representations to each Member or, if they are not so sent, the Committee member may require they be read out at the Special General meeting referred to Rule 16.2 (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 Committee member shall be without prejudice to any legal claim they may have against **KWINANA ATHLETICS CENTRE INCORPORATED** or that **KWINANA ATHLETICS CENTRE INCORPORATED** may have against the Committee member in respect of matters arising before or after such removal.

15.3 Casual Vacancies

(a) In the event of a casual vacancy arising on the Committee, the Committee shall identify a replacement Committee member and appoint a suitable person for the remainder of the vacating Committee member's term.

15.4 Remaining Committee members may act

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

16. MEETINGS OF THE COMMITTEE

16.1 Committee to Meet

The Committee shall meet at least 7 times between each Annual General Meeting of **KWINANA ATHLETICS CENTRE INCORPORATED** at such place and times as the Committee may determine, for the dispatch of business. The Chairperson shall, on the requisition of two Committee members, convene a meeting of the Committee within 14 days.

16.2 Decisions of Committee

Subject to this constitution, each Committee member has a deliberative vote. Questions arising at any meeting of the Committee shall be decided by a majority of votes, but, if there is no majority, the Chairperson at the Committee 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 Committee.

16.3 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 Committee members shall be as valid and effectual as if it had been passed at a meeting of Committee members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Committee members.
- (b) For purposes of clarity, a majority vote of Committee members 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 Committee to regulate their meetings as they think fit, a meeting of the Committee may be held where one or more of the Committee members is not physically present at the meeting, provided that;
 - i. all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of physical or electronic communication;
 - ii. notice of the meeting is given to all the Committee members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee and such notice does not specify that Committee members 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 Committee members which constitutes a quorum, and none of the Committee members are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until 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.

16.4 Quorum

At meetings of the Committee the number of Committee members whose presence or participation under Rule 26.2 (b) is required to constitute a quorum is 50% of Committee members.

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

16.5 Notice of Committee Meetings

Unless all Committee members 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 Committee shall be given to each Committee member. The agenda shall be forwarded to each Committee member not less than three working days prior to such meeting.

16.6 Validity of Committee Decisions

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

16.7 Chairperson of Committee Meeting

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

17. CONFLICTS

17.1 Conflict of Interest

A Committee member 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 Committee member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee, or if this is not possible, the matter shall be adjourned or deferred.

17.2 Disclosure of Interests

- (a) The nature of the interest of such Committee member must be declared by the Committee member at the meeting of the Committee at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Committee after the acquisition of the interest. If a Committee member 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 Committee held after the Committee member becomes so interested.
- (b) Conflicts of Interest shall be a standing agenda item at meetings of the Committee, and it is the duty of the Chairperson to ensure that any declaration made or any general notice given by a Committee member is recorded in the minutes.
- (c) Conflicts of Interest registered by Committee members, will also be declared at the Annual General Meeting.

18. DELEGATES

18.1 Appointment of Delegates

The Association may appoint two (2) Delegates to represent it at any Athletics West meetings that **KWINANA ATHLETICS CENTRE INCORPORATED** is entitled to attend. However only one (1) delegate may vote on behalf of the Association.

A Delegate must be a current financial Member of **KWINANA ATHLETICS CENTRE INCORPORATED** and over the age of 18 years.

18.2 Association to Advise

KWINANA ATHLETICS CENTRE INCORPORATED shall advise Athletics West 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 **KWINANA ATHLETICS CENTRE INCORPORATED**, address and contact details of the Delegate.

19. GENERAL MEETINGS

An Annual General Meeting of **KWINANA ATHLETICS CENTRE INCORPORATED** 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 Committee, in every calendar year within six(6) months after the end of **KWINANA ATHLETICS CENTRE INCORPORATED**'s financial year or such longer period as may in a particular case be allowed by the Commissioner.

20. NOTICE OF GENERAL MEETINGS

20.1 Notice of Annual General Meetings

The Secretary shall be responsible for;

- (a) giving notice of the Annual General Meeting to all Committee members, Members and Life Members;
- (b) notice of the Annual General Meeting shall be given at least 28 days prior to the meeting and shall specify the place, the day and time of the Annual General Meeting; and
- (c) distributing, at least 7 days prior to the Annual General Meeting, an agenda for the meeting stating the business to be transacted, together with any notice of motion received or forms applicable to the intended business.

20.2 Notice of General Meetings

The Secretary shall be responsible for:

- (a) giving notice of General Meetings to all Committee members, Members and Life Members;
- (b) notice of the General Meetings shall be given at least 28 days prior to the meeting and shall specify the place, the day and time of the General Meeting; and
- (c) distributing, at least 7 days prior to the General Meeting, an agenda for the meeting stating the business to be transacted, together with any notice of motion received or forms applicable to the intended business.

Such notices may be given electronically to the email address(es) supplied by the Member for registration purposes.

21. BUSINESS

21.1 Business of General Meetings

- (a) The business to be transacted at the Annual General Meeting includes the presentation of annual accounts, reports of the Committee (including the activities of **KWINANA ATHLETICS CENTRE INCORPORATED** during the preceding Financial Year and activities of the Committee), and the confirmation of Elected Committee members 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 shall be special business.

21.2 Business Transacted

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

22. SPECIAL GENERAL MEETINGS

- (a) Excluding the Annual General Meeting, the Committee may, whenever it thinks fit, convene Special General Meetings on dates and at venues to be determined by the Committee.
- (b) The Committee shall on the requisition in writing by no less than 50 % of voting Members 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 the voting Members / Ordinary Members and shall be signed by the Members making the requisition.
- (d) If the Committee does not cause a Special General Meeting to be held within two (2) months after the date on which the requisition is sent to **KWINANA ATHLETICS CENTRE INCORPORATED, KWINANA ATHLETICS CENTRE INCORPORATED** s 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 Committee. No business except that for which the meeting has been called, shall be transacted at such Special General Meeting.
- (f) In accordance with the Act, should the Commissioner for Consumer Protection direct that a special general meeting be held, it will be conducted in accordance with this Constitution.

23. PROCEEDINGS AT GENERAL MEETINGS

23.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for a General Meeting of **KWINANA ATHLETICS CENTRE INCORPORATED** shall be a minimum of twenty (20) per cent of Members eligible to vote.

23.2 Conduct of Meeting

Without limiting the power of the Committee 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 Secretary;

- (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 Members 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.

23.3 Chair of General Meetings

The Chairperson shall, subject to this constitution, preside as Chairperson at every General Meeting of **KWINANA ATHLETICS CENTRE INCORPORATED**. If the Chairperson is not present, is unwilling or unable to preside, the Committee members shall choose one of their number present who shall, subject to this constitution, preside as Chairperson for that meeting only.

23.4 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 Rule 26.4 (b).
- (b) When any General Meeting lapses due to lack of a quorum, the Secretary shall convene a second meeting within a period of fourteen (14) days. If at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the business shall be transacted, provided the Members then present, is not less than half the number required for a quorum.
- (c) The Chairperson 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.

23.5 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 Chairperson; or
- (b) by at least three (3) Members present in person at the meeting.

23.6 Voting Entitlements

- (a) Subject to this constitution; eligible Members shall be entitled to one (1) vote at General Meetings in accordance with Rule 5.1
- (b) Subject to this constitution, Affiliate Club 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 Rule 26.2 (b).

23.7 Recording of Determinations

Unless a Poll is demanded under Rule 26.5, a declaration by the Chairperson 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 **KWINANA ATHLETICS CENTRE INCORPORATED** shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

23.8 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 Chairperson directs and the result of the Poll shall be the resolution of the meeting at which the Poll was demanded.

23.9 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 Members.

23.10 Minutes

- (a) The Secretary 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 **KWINANA ATHLETICS CENTRE INCORPORATED**, on giving reasonable notice to the Secretary, may inspect the Minutes of any General Meeting.

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

24. PROXY AND MAIL VOTING

24.1 Proxy Voting Not Permitted

Proxy voting shall not be permitted at General Meetings.

24.2 Mail Voting

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

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

- i. The Secretary shall, upon receipt of the directive, as soon as practicable, dispatch a copy of the proposed resolution to each Member eligible to vote.
- ii. Such dispatch shall be, at the discretion of the 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;
 - 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 Secretary 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 Committee shall examine the votes as tallied and advise each Member of the result.

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

25. RULES OF THE ASSOCIATION

KWINANA ATHLETICS CENTRE INCORPORATED 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.

26. COMMON SEAL OF KWINANA ATHLETICS CENTRE INCORPORATED

- (a) **KWINANA ATHLETICS CENTRE INCORPORATED** may have a common seal on which its corporate name appears in legible characters.
- (b) The common seal of **KWINANA ATHLETICS CENTRE INCORPORATED** must not be used without the express authority of the Committee.
- (c) The affixing of the common seal of **KWINANA ATHLETICS CENTRE INCORPORATED** must be witnessed by any two of the Chairperson, a Committee member and the Secretary.
- (d) The common seal of **KWINANA ATHLETICS CENTRE INCORPORATED** must be kept in the custody of the Chairperson or such other person as the Committee from time to time decides.

27. INSPECTION OF RECORDS, ETC. OF KWINANA ATHLETICS CENTRE INCORPORATED

A member may at any reasonable time inspect the books, documents, records and securities of **KWINANA ATHLETICS CENTRE INCORPORATED**, but may not remove such records.

28. DISPUTES AND MEDIATION

- (a) The grievance procedure set out in the Athletics West Member Protection Policy applies to disputes under this constitution between:
 - i. a Member and another Member;
 - ii. a Member and **KWINANA ATHLETICS CENTRE INCORPORATED**;
 - or
 - iii. if **KWINANA ATHLETICS CENTRE INCORPORATED** provides services to non-members, those non-members who receive services from **KWINANA ATHLETICS CENTRE INCORPORATED**, and **KWINANA ATHLETICS CENTRE INCORPORATED**.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator, in accordance with the Athletics West Member Protection Policy. .
- (d) If a dispute between members that relates to the rule of **KWINANA ATHLETICS CENTRE INCORPORATED** 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.

29. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF KWINANA ATHLETICS CENTRE INCORPORATED

If upon the winding up or dissolution of **KWINANA ATHLETICS CENTRE INCORPORATED** 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 Association 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 shall be determined by resolution of **KWINANA ATHLETICS CENTRE INCORPORATED**.

30. BY LAWS AND POLICIES

30.1 Committee to Formulate By-Laws and Policies

The Committee may (by itself or by delegation to a sub-committee) formulate, approve, issue, adopt, interpret and amend such regulations and policies for the proper advancement, management and administration of **KWINANA ATHLETICS CENTRE INCORPORATED**, the advancement of the objects of **KWINANA ATHLETICS CENTRE INCORPORATED** and the sport of athletics as it thinks necessary or desirable. Such policies must be consistent with this constitution.

30.2 Policies Binding

All policies made under this Rule shall be binding on **KWINANA ATHLETICS CENTRE INCORPORATED** and its Members.

30.3 Policies Deemed Applicable

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

30.4 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 Committee and prepared and issued by the Secretary. Affiliate Clubs shall be obliged to draw such notices to the attention

of their respective members. Notices are binding upon all Members of **KWINANA ATHLETICS CENTRE INCORPORATED**.

31. AFFILIATE CLUBS

The Association may permit an incorporated club of an athletics related discipline to affiliate with it (Affiliate Club) to enable the Affiliate Club's members to participate in the athletics competitions the Association administers.

31.1 Establishing an Affiliate Club

- (a) An incorporated club of an athletics related discipline that wants to affiliate with the Association shall advise the Secretary in writing and the request shall be considered by the Association at the next Committee Meeting, notice of which shall be included in the notice of meeting.
- (b) A club may be affiliated by an absolute majority of the persons entitled to vote at a Committee Meeting.
- (c) Upon affiliation, the Secretary will notify the Affiliate Club in writing.

31.2 Compliance with Association Rules

- (a) All Affiliate Clubs are required to abide by the Association's Rules.
- (b) Any Member of the Association may attend a meeting of an Affiliate Club and the Affiliate Club Management may permit any other person (whether or not eligible for membership) to attend meetings of the Affiliate Club.

31.3 Financing an Affiliate Club

The Committee may donate to Affiliate Clubs for special occasions or projects, but the main revenue is from Affiliate Club membership levies and fundraising.

31.4 Delegates

- (a) Meetings of delegates of Affiliate Clubs shall be held as determined by the Association.
- (b) The time and venue of Delegate Meetings shall be set by the President and notified by the Secretary
- (c) Delegate Meetings shall consider any matters arising out of the conduct of the

Athletics Season and make recommendations to the Committee which shall be binding on the Committee.

(d) Each Affiliate Club is entitled to appoint two elected General Member as their Club Delegate and a Proxy Delegate to the Central Delegates Council. The Proxy Delegate is to attend meetings in the absence of the Club Delegate.

(e) Each Club Delegate, Alternate Delegate or Proxy Club Delegate, shall hold office until their successor is elected or appointed in accordance with Affiliate Club rules, and the Association has received written advice of the change prior to the next Central Delegates Council meeting.

(f) A person shall cease to be a Delegate to the Central Delegates Council if that person:

- (i) is absent without leave for three consecutive meetings unless they submit a letter seeking leave of absence;
- (ii) resigns as a member of the Central Delegates Council;
- (iii) resigns their Membership of the Association;
- (iv) is expelled from the Association; or
- (v) becomes a Member of the Committee.

31.5 Delegates Council

(a) The Association will create and administer a Delegates Council.

(a) The Delegates Council shall comprise:

- (i) the President;
- (ii) the Secretary;
- (iii) the Treasurer
- (iv) The Committee
- (v) elected Affiliate Club Delegates; or Proxy Affiliate Club Delegates

(b) The Delegates Council meetings are a forum for the Delegates

representing each Affiliate Club to:

- (i) collate, process and consider in-coming Club queries, suggestions and any

other matters presented by the Delegates;

(ii) make formal recommendations, if any, to the Committee based

on the information obtained in this Rule 34.7(b);

(iii) receive information from the Association for distribution to all Affiliate Club

Members at the next Affiliate Club Meeting. This includes a written response,

given in a timely manner, to any formal recommendations made in Rule

34.7(b)(iii).

(c) The Delegates Council shall meet not less than [insert], unless otherwise determined by resolution of the Delegates Council, and then on a set day with seven days written notice given to each Club and Delegate.

Any General Member who is financial and in good standing in the Association may attend any meeting of the Delegates Council as an observer, but such observer shall have no vote or entitlement to speak. The President may call on any observer to speak.

(d) A quorum of the Delegates Council shall be not less than one third of the Delegates entitled to attend the meeting, being present within 30 minutes after the scheduled commencement time.

(e) A special meeting of the Delegates Council may be called by the Chairperson where a request is received and supported by at least eight Delegates and in accordance with this constitution.

31.6 Disaffiliating Clubs

(a) An Affiliate Club may be disaffiliated:

i. At its request; or

ii. By an absolute majority of the persons entitled to vote at a General Meeting of which motion, notice of motion has been given in accordance with this provision.

(b) A motion for disaffiliation of an Affiliate Club may not be moved unless notice of motion has been given by either:

i. The Committee; or

ii. An Affiliate Club,

And included in the notice of General Meeting.

(c) proposal to disaffiliate the Affiliate Club shall be forwarded to all Affiliate Club Members not less than 28 days prior to the date for a meeting called for this purpose by the Affiliate Club committee.

(d) The Affiliate Club may be dissolved by a resolution passed by a 75% majority of Members entitled to vote and present in person at an Affiliate Clubs General Meeting called in accordance with the Affiliate Club's constitution.

(e). The resolution must then be formally presented to the Committee for their endorsement.

(f) If the Committee fails to endorse the resolution, a meeting must be arranged with the Association Committee and the Affiliate Club committee to discuss any alternatives.