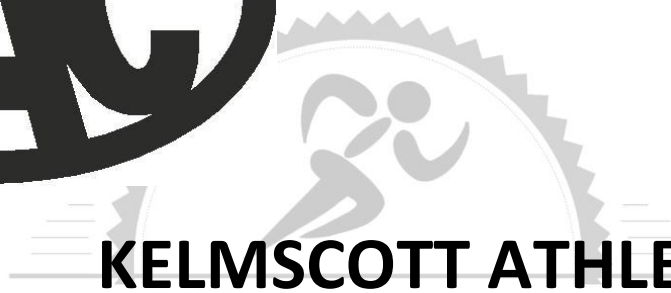
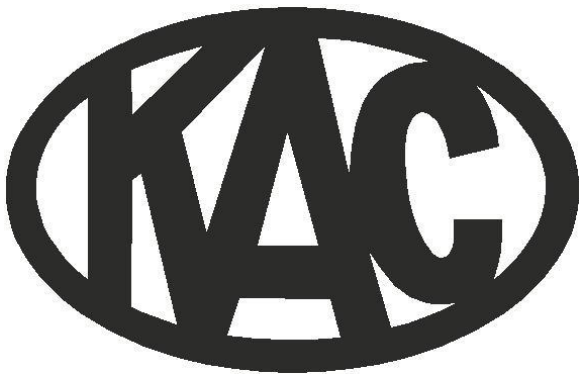


ASSOCIATIONS INCORPORATIONS ACT 2015- WESTERN AUSTRALIA



# KELMSCOTT ATHLETICS CLUB CONSTITUTION



May 2019

## Version Control

Version	Date	Revised by	Comments
1.0	26 <sup>th</sup> May 2019	Committee & Members	Endorsed at SGM



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## 1. NAME

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

## 2. DEFINITIONS

In this constitution, unless the contrary intention appears:

**Act** means Associations Incorporation Act 2015.

**Annual General Meeting** is the meeting convened under Rule 21.

**By-Laws** means any By-Law, regulation or policy made by the Committee under Rule 32. They are additional arrangements or processes adopted by members by Ordinary Resolution of the Club to supplement these Rules. They do not form part of the Rules and are not required to be lodged with the Commissioner.

**Centre** means Belmont Little Athletics Centre Inc.

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

**Committee** means the Management Committee required by the Act which is the body responsible for the management of the affairs of the Club.

**Committee Meeting** means a meeting referred to in Rule 17.

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

**Financial Year** means the period 1<sup>st</sup> April to 31<sup>st</sup> March.

**General Committee Member** means a position held on the Club Committee referred to in Rule 12.

**General Meeting** means the Annual General Meeting or any Special General Meeting of the Club.

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

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

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

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

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

**Member** means member of the Club as defined in Rule 5.

**Office Bearer** means a position held on the Club Committee referred to in Rule 12.

**Policy** means a Policy established under the By-Laws of the Club.

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

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

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

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

**The Club** means Kelmscott Athletics Club Inc.

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

**West Australian Little Athletics Inc.** trading as Little Athletics WA Incorporated, being the State peak body for the activity of Little Athletics in Western Australia, hereafter referred to as LAWA.

### 3. OBJECTS

#### 3.1 Obligations to the Centre

As a consequence of affiliation with the Centre:

- a) The Club shall be bound at all times to abide by the Constitution, Rules, By- Laws and Policies of the Centre.
- b) Should the Club fail to fulfil its obligations to the Centre 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 Little Athletics as a whole, The Centre shall be empowered to arrange a meeting with the Club's Committee to resolve the matters.
- c) The Club cannot change its name, uniform or colours or part thereof without the expressed approval of the Centre.
- d) The Club shall complete and submit the affiliation forms and pay the annual affiliation fee prior to the date prescribed by the Centre each year, before accepting athlete registrations for the following season.
- e) The Club shall have no less than ten (10) athletes registered with the Centre except in circumstances where the Centre considers that a Club can still be satisfactorily maintained with less than ten (10) athletes.
- f) The Club shall submit details of any Individual Members to the Centre, along with a copy of a current Working with Children Card as referred to in Rule 5.1.3 of the Club's Constitution.
- g) Prior to the Centre's AGM each year, The Club is asked to provide an annual report outlining the Club's season and achievements.
- h) A copy of the Club's asset register shall be forwarded to the Centre prior to each seasons commencement and whenever the register is updated. This is to ensure all assets are covered by insurance organised by LAWA.

#### 3.2 Objects of the Club

The major aims of the Club are to:

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

### 3.3 Interpretation

In this constitution:

- a) Reference to a function includes a reference to a power, authority and duty;
- b) Reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- c) Words importing the singular include the plural and vice versa;
- d) Words importing any gender include the other genders;
- e) References to persons include corporations and bodies politic;
- f) References to a person include the legal personal representatives, successors and permitted assigns of that person;
- g) Reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- h) Reference to “writing” shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.
- i) Any matters of ambiguity relating to this constitution, shall be resolved by the Committee in its sole discretion.

### 4. POWERS OF KELMSCOTT ATHLETICS CLUB

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

- a) acquire, hold, deal with, and dispose of any real or personal property;
- b) open and operate bank accounts;
- c) invest its money:
  - (i) in any security in which trust monies may lawfully be invested; or
  - (ii) in any other manner authorised by the rules of the Club;



- d) borrow money upon such terms and conditions as the Club thinks fit;
- e) give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- f) appoint agents to transact any business of the Club on its behalf;
- g) enter into any other contract it considers necessary or desirable; and
- h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or this constitution.

## 5. MEMBERS

### 5.1 Category of Members

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

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

#### 5.1.1 Registered Little Athlete

Registered Little Athlete shall:

- a) Be within the prescribed age range for registration as defined by LAWA;
- b) Be registered with the Club affiliated with the Centre;
- c) Provide evidence of date of birth upon application for memberships; and
- d) Pay all fees associated with membership of the Club, Centre and Little Athletics WA;
- e) Have no voting rights.

### 5.1.2 Ordinary Membership

- a) An Ordinary Member may be a parent/ guardian/ carer of a Registered Little Athlete as defined in Rule 5.1.1;
- b) Ordinary members, subject to this constitution, may attend general meetings and shall have the right to debate or vote.
- c) Be affiliated with the Club associated with the Centre.

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

### 5.1.3 Individual Membership

- a) Individual Members are those individuals who volunteer at Club/Centre level on a regular basis but are not the parent/guardian or carer of any registered little athletes.
- b) Each Individual Member must submit their details with the Club/Centre, along with a copy of a current screening check as referred to in the bylaw rule 14a and 15g of the Centre.
- c) Individual members, subject to this constitution, may attend general meetings and shall have the right to debate or vote, subject to Rule 5.1.3 (b) being fulfilled and current.

### 5.1.4 Life Membership

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

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

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

### 5.2 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.

### 5.3 Register of Individual Members

The Club shall keep a copy of their individual members and shall also submit these details to the Centre as required.

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

### 5.4 Transitional Provision

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

## 6. REGISTER OF MEMBERS OF THE CLUB

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

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

c) In accordance with the Act, the Club may charge a fee for the provision of accessing the Member Register. The Club may also require a member who wished to obtain a copy of the register of members to provide a statutory declaration setting out the purpose for which the application is made.

d) The register must be kept at the principal place of administration of the Club.

e) The Treasurer must cause the name of a person who dies or who ceases to be a Member under Rule 8 to be deleted from the register of Members.

f) Subject to confidentiality considerations and the Privacy Act (if applicable), the register may be used by the Club to further the objects of the Club, as the Committee considers appropriate.

## 7. SUBSCRIPTIONS AND FEES

### 7.1 Registered Little Athlete Fees

a) Registered Little Athletes shall each financial year, pay membership fees consisting of:

- i. Club fee,
- ii. Centre fee and
- iii. the Little Athletics WA fee.

- b) The annual membership subscription, fees and any levies payable by Members to the Club, the basis of, the time for and manner of payment shall be as determined by the Committee from time to time.
- c) The Treasurer shall notify families of the total member fee payable for the following Financial Year prior to season start. The Club shall determine their Club fee.
- d) Any Member that has not paid all monies due and payable to the Club 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 the Club, 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) Life Members and Individual members of the Club shall not pay any fees to the Club.

## 8. TERMINATION OF MEMBERSHIP OF THE CLUB

Membership of the Club may be terminated upon:

- a) receipt by the Club of a notice in writing from a Member of their resignation from the Club. Such Member remains liable to pay to the Club the amount of any subscription due and payable by that Member to the Club but unpaid at the date of termination; or
- b) non-payment by a Member of their Member fees within three months of the date fixed by the Club 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 CLUB

- a) If the Committee considers that a Member should be suspended or expelled from membership of the Club because of conduct detrimental to the interests of the Club, 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 the Club 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. The Club 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, the Club 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 the Club and/or the sport of athletics and its related disciplines; or
- iii. brought the Club, 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 the Club as set out in the Club's policies.

## **11. POWERS OF THE COMMITTEE**

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

The Committee's Office Bearers & General Members shall comply with the Club Charter, including but not limited to the following actions:

- i. a duty of care and diligence;
- ii. a duty to act in good faith in the best interests of the Club and for a proper purpose;
- iii. a duty to not use one's position and a duty to not misuse information obtained through the position to gain an advantage for self or someone else or to cause detriment to The Club.

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

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

### **11.1 Committees of the Committee**

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

## **12. COMPOSITION OF THE COMMITTEE**

The day to day administration of the Club shall be entrusted to the Committee.

The Committee shall consist of Office Bearers and not less than (1) General Committee Member.

The maximum number of General Committee Members of the Committee is to be determined by the Committee as required.

The Office Bearers of the club are as follows:

1. President
2. Secretary
3. Treasurer and
4. Recording Officer

Committee positions for any General Committee Members may include:

1. Club Manager
2. Coaches (may consist of more than one)
3. Club Delegates (2)
4. Fundraising Officers
5. Social Media Officer
6. Equipment Officer

The Committee job descriptions will be outlined in the Club Bylaws.

Subject to this Rule, the President 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 President:

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

### **13. OFFICE BEARERS & GENERAL COMMITTEE MEMBERS**

#### **13.1 Qualifications for Office Bearers & General Committee Members**

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

- f) Nominees are expected to attend the Club's Annual General Meeting in order to have their nominations accepted, except in extenuating circumstances.

### 13.2 Elections of Office Bearers

- a) The Secretary must send a notice calling for nominations to all members at least fourteen (14) days before the date for the close of nominations. The notice shall notify each member of the positions on the Committee for which an election is to be held.
- i. The date for the close of nominations shall be twenty one (21) days prior to the AGM.
- b) If the number of nominations received for the Committee is equal to the number of vacancies to be filled, then those persons nominated shall be duly elected providing their nominations are both moved and seconded by members in attendance.
- c) If the number of nominations exceeds the number of vacancies to be filled, voting for those persons nominated shall take place at the AGM by way of secret ballot. The person receiving the most votes will be elected.
- d) If vacancies remain on the Committee after the declaration under Rule 13.2 (c), additional nominations of Committee members may be accepted from the floor of the annual general meeting in accordance with Rule 13.1(c). If such nominations from the floor do not exceed the number of vacancies, the President must declare those persons to be duly elected as members of the Committee, providing their nominations are both moved and seconded by members in attendance. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted as per Rule 13.2 (c).
- e) The election and filling of the general committee positions shall follow the same protocols as those adopted for the election and filling of the office bearers outlined in Rule 13.2.

### 13.3 Term of Appointment

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



#### **14. NOT FOR PROFIT**

The property and income of the Club shall be applied solely towards the promotion of the objects of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

#### **15. LEAVE OF ABSENCE**

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

#### **16. VACANCIES OF THE COMMITTEE**

##### **16.1 Grounds for Termination of an Office Bearer or General Committee Member**

In addition to the circumstances in which the office of an Office Bearer or General Committee Member becomes vacant by virtue of the Act, the office of an Office Bearer or General Committee Member becomes vacant if the Office Bearer or General 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 the Club;
- e) is absent without the consent of the Committee from three (3) consecutive meetings of the Committee;
- f) without the prior consent or later ratification of the Club in a General Meeting holds any position of remuneration under the Club;

- g) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of that interest;
- h) if found to be an undischarged Bankrupt and does not declare their Bankruptcy to the Committee or offer their resignation;
- i) is removed from office by Special Resolution under Rule 16.2;
- j) would otherwise be prohibited from being an Office Bearer or General Committee Member of a corporation under the Corporations Act or is disqualified from office under the Act;
- k) breaches Committee confidentiality such that the breach poses serious and indefensible circumstances with regards the Office Bearer's or General Committee Members fiduciary duty to the Club or the Committee's good governance of the Club; or
- l) brings the sport of athletics into disrepute.

#### 16.2 Removal of an Office Bearer or General Committee Member

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

### 16.3 Casual Vacancies

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

### 16.4 Remaining Office Bearers or General Committee Member May Act

In the event of a casual vacancy or vacancies in the office of an Office Bearer or General Committee Member, the remaining Office Bearers or General Committee Member may act but, if the number of remaining Office Bearers or General Committee Member 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 Office Bearers or General Committee Members to a number sufficient to constitute such a quorum.

## 17. MEETINGS OF THE COMMITTEE

### 17.1 Committee to Meet

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

### 17.2 Decisions of Committee

- a) Subject to this constitution, each Office Bearer or General Committee Member (with the exception of the president) 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 President at the Committee meeting will have a casting vote.
- b) All questions so decided shall for all purposes be deemed a determination of the Committee.
- c) Shared positions will only have one (1) vote.
- d) An Office Bearer or General Committee Member may only cast one (1) vote, including when carrying out the duties of a vacant position until filled.

### 17.3 Resolutions not in Meeting

- a) A resolution in writing, signed, assented to or endorsed by electronic mail or other form of reproducible record by all the Office Bearers & General Committee Members shall be as valid and effectual as if it had been passed at a meeting of Office Bearers & General 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 Office Bearers & General Committee Members.

- b) For purposes of clarity, a majority vote of Office Bearers & General Committee Members shall be sufficient to pass a resolution not in meeting as referred to in Rule 17.3 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 Office Bearers or General Committee Member is not physically present at the meeting, provided that;

- i. all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of physical or electronic communication;
- ii. notice of the meeting is given to all the Office Bearers & General 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 Office Bearers or General Committee Member are required to be present in person; and

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

#### 17.4 Quorum

At meetings of the Committee the number of Office Bearers or General Committee Members whose presence or participation is required to constitute a quorum shall be 50% of the current committee positions held.

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

#### 17.5 Notice of Committee Meetings

Unless all Office Bearers or General 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 member, all Office Bearers & General Committee Members by the Secretary. The agenda shall be forwarded to each member, all Office Bearers & General Committee Members not less than three working days prior to such meeting.

#### 17.6 Validity of Committee Decisions

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

### 17.7 Chair of Committee Meeting

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

### 17.8 Open Meetings

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

### 17.9 Procedure of Monthly Meetings

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

### 17.10 Minutes of Monthly Committee Meetings

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

## 18. CONFLICTS

### 18.1 Office Bearers' or General Committee Member Interests

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

### 18.2 Conflict of Interest

An Office Bearer or General 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 an Office Bearer or General 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.

### 18.3 Disclosure of Interests

a) The nature of the interest of such Office Bearer or General Committee Member must be declared by the Office Bearer or General 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 an Office Bearer or General 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 Office Bearer or General 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 President to ensure that any declaration made or any general notice given by an Office Bearer or General Committee Member is recorded in the minutes.

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

## 19. TRANSITIONAL PROVISIONS

### 19.1 Transitional Committee

Upon the adoption of this constitution, the Committee at the Annual General Meeting preceding the adoption (the transitional committee) will continue as the Committee of the Club, with each Office Bearer or General Committee Member serving out the remainder of their term. The transitional Committee shall, consistent with this constitution, do such things and act in such manner as is necessary to further the objects of the Club during its term. The quorum for a meeting of the transitional committee shall be any 4 committee members of the current positions held.

### 19.2 Committee President during Transitional Period

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

### 19.3 Transitional Committee Vacancies

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

## **20. DELEGATES**

### **20.1 Appointment of Club Delegates**

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

A Delegate must:

- a) be a Member over 18 years of age of the club and must be a current member of The Club,
- b) be appropriately empowered by the Club to consider, make decisions and vote in proceedings as per this constitution,
- c) not be an Office Bearer of the Centre,
- d) not be an employee of the Centre; and
- e) not be a Delegate for more than one (1) Club.
- f) Attend all monthly meetings that are advertised by the Centre as being delegate meetings.

Questions arising at any monthly meeting shall be decided by a majority of votes.

### **20.3 Members to Advise**

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

## **21. GENERAL MEETINGS**

An Annual General Meeting of the Club 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 four (4) months after the end of the Club's financial year or such longer period as may in a particular case be allowed by the Commissioner.

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

### **21.1 Entitlement to Attend General Meeting**

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

## **22. NOTICE OF GENERAL MEETINGS**

### **22.1 Notice of Annual General Meetings**

The Secretary shall be responsible for:

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

### **22.2 Notice of Special General Meetings**

The Secretary shall be responsible for:

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

## **23. BUSINESS**

### **23.1 Business of General Meetings**

- a) The business to be transacted at the Annual General Meeting includes the presentation of annual accounts, reports of the Committee (including the activities of the Club during the preceding Financial Year and activities of the Committee), auditors report and the confirmation of elected Office Bearers, General Committee Members and Life Membership.



- b) All business that is transacted at a Special General Meeting, and also all that is transacted at the Annual General Meeting, with the exception of those matters set out in Rule 22 shall be special business.

### 23.2 Business Transacted

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

## 24. SPECIAL GENERAL MEETINGS

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

## 25. PROCEEDINGS AT GENERAL MEETINGS

### 25.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for a General Meeting of The Club shall consist of at least 5 members.

## 25.2 Chair of General Meetings

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

## 25.3 Adjournment of Meeting

- a) If within thirty (30) minutes from the time appointed for the General Meeting, a quorum is not present, the meeting shall be adjourned to such other day, such other time and place as may be determined under Rule 25.3 (b).
- b) When any General Meeting lapses due to lack of a quorum, the 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 Chair may, with the consent of any General Meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- d) When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- e) Except as provided in sub- Rule 25.3 (d) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

## 25.4 Voting Procedure

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

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

## 25.5 Voting Entitlements

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

## 25.6 Recording of Determinations

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

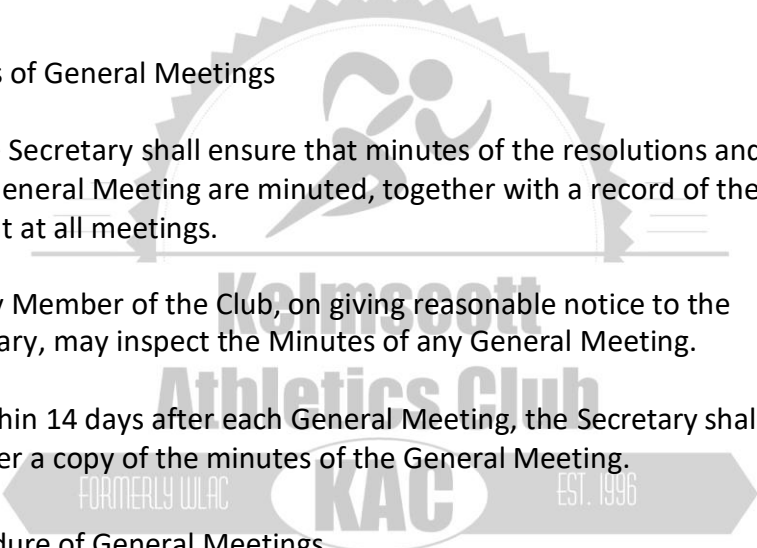
## 25.7 Where Poll Demanded

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

## 25.8 Resolutions at General Meetings

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

## 25.9 Minutes of General Meetings

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- 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 the Club, 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.

## 25.10 Procedure of General Meetings

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

## **26. PROXY AND MAIL VOTING**

### 26.1 Proxy Voting Not Permitted

Proxy voting shall not be permitted at General Meetings.

### 26.2 Mail Voting

- a) Should an issue arise between General Meetings which requires a decision or ratification by Members, the 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 President, either by post or by electronic mail and shall be accompanied by a notice stating the date on which the voting shall close and indicating whether voting is by post or electronic mail.
  - iii. The dispatch of the proposed resolution and notice shall be deemed to have been received by each Member;
    - a. in the case of dispatch by post - five (5) working days after posting;
    - b. in the case of dispatch by electronic mail – on successful delivery to the entities nominated electronic mail address.
- c) All votes shall be received by the 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 organisations on behalf of the Club, shall be valid and binding in all respects.

## **27. RULES OF THE CLUB**

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

The constitution shall be reviewed at least every two years.

## **28. COMMON SEAL OF THE CLUB**

- (a) The Club must have a common seal on which its corporate name appears in legible characters.
- (b) The common seal of the Club must not be used without the express authority of the Committee.
- (c) The affixing of the common seal of The Club must be witnessed by any two of the President, an Office Bearer, a General Committee Member and the Secretary.
- (d) The common seal of the Club must be kept in the custody of the President or such other person as the Committee from time to time decides.

## **29. INSPECTION OF RECORDS, ETC. OF THE CLUB**

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

## **30. DISPUTES AND MEDIATION**

- a) The grievance procedure set out in the LAWA Member Protection Policy applies to disputes under this constitution between-
- i. a Member and another Member;
  - ii. a Member and the Club;
  - iii. the Club and Little Athletic WA; or
  - iii. if the Club provides services to non-members, those non- members who receive services from the Club.
- 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 clubs policies.
- d) If a dispute between members that relates to the rule of the Club and/or LAWA 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 club.

## **31. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE CLUB**

If upon the winding up or dissolution of the Club 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 Club incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which the Club shall determine by resolution.

## **32. BY LAWS AND POLICIES**

### **32.1 Amendments to Bylaws and Policies**

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

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

### **32.2 Policies Binding**

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

### **32.3 Policies Deemed Applicable**

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

### **32.4 Notices Binding on Members**

Amendments, alterations, interpretations or other changes to regulations and policies shall be advised to members by means of notices approved by the Committee and prepared and issued by the Secretary. Notices are binding upon all Members of the Club.

## **33. FINANCE**

33.1 The Financial year of the Club shall be from the first day of April to the thirty first day of March in the following year. During this time the financial affairs shall be administered by the Treasurer.

33.2 The Treasurer shall receive all monies due to the Club and issue receipt for same. All accounts, complete with payment request forms passed for payment at the Committee Meeting will be paid for by cheque or other payment methods as required. When immediate payment is necessary, account/s complete with payment request form shall be paid and the action endorsed at the next committee meeting.

33.3 It is recognised that as a Tier 1 Association it is not a formal requirement however, an Audit of Accounts are to be conducted at least once in each financial year of the Club. The accounts of the Club shall be examined by an independent auditor.

33.4 Two signatories, not being from the same household, shall be required to sign all Club cheques or authorise electronic funds transfers.

**34. REMUNERATION OF COMMITTEE MEMBERS**

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

**35. CUSTODY OF THE BOOKS OF THE CLUB**

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

