QUEENSLAND LITTLE ATHLETICS ASSOCIATION INC.

IA00051

Incorporated under the
Associations Incorporation Act 1981 (Qld)

CONSTITUTION

REGISTERED

6 JULY 2026

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Compiled by
CPRGROUP
connelly project resources
PO Box 2092
Sunshine Plaza Q 4558
P: 1800 100 204
E: info@cprgroup.com.au
W: www.cprgroup.com.au

1. Introductory provisions

1.1. Definitions

1.1.1. In this constitution:

a. **Act** means the *Associations Incorporation Act 1981* as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the association;

b. **affiliation agreement** means the document that outlines the terms and conditions of LAQ affiliation and admission as an Affiliated Little Athletics Centre membership;

c. **affiliation fee** means a fee payable to the association by Affiliated Little Athletics Centres for the receipt of membership rights and privileges;

d. **association** means Queensland Little Athletics Association Inc., trading as Little Athletics Queensland, the incorporated association to which this constitution applies;

e. **benefits** means all forms of compensation paid or provided by the association or on behalf of the association in exchange for services;

f. **board** means management committee, as defined in the Act;

g. **by lot** means making a determination or choice by lottery. For example, conducting a draw at random;

h. **casual vacancy**, on the board, means a vacancy that occurs when a board member resigns, dies or otherwise stops holding office, or a vacancy that occurs if no candidate is elected to any vacant board position at a general meeting;

i. **constitution** means rules as defined in the Act;

j. **day / days** means, where a period is expressed to be a specified number of days, the period is to be calculated by including the day on which the act or event provided for occurs;

k. **ex-officio** means by virtue of their office;

l. **finance director** means treasurer, as defined in the Act;

m. **general meeting** means a meeting of the association's eligible voting LAC delegates and includes all general meetings (annual general meetings, general meetings and special general meetings);

n. **imprest system** means the management of funds in an account whereby a fixed balance is maintained by regular replenishments;

o. **Little Athletics** means a modified version of the sport of athletics;

p. **Little Athletics Australia** means Little Athletics Australia Limited, formerly known as Australian Little Athletics;

q. **LAC** means a Little Athletics Centre;

r. **majority** means more than half of all eligible voting members or LAC delegates present, eligible to vote and voting at a board meeting or a general meeting;

s. **member** means a person or entity who has been duly accepted as such by the board in accordance with this constitution;

t. **membership fee** means a fee payable to the association by members for the receipt of membership rights and privileges;

u. **preferential voting system** means an electoral process where voters rank candidates by preference, and votes are redistributed until one candidate achieves a majority;

v. **present** means:

   i at a board meeting, see clause 7.1.4; or

   ii at a general meeting, see clause 8.5.1.

w. **quorum** means the minimum number of eligible voting members or LAC delegates who must be present at a board meeting or general meeting in order to constitute a valid meeting;

x. **relative**, of a person, means a spouse, parent, sibling, child, grandparent or grandchild of the person;

y. **remuneration**:

   i includes salary, allowance and other entitlements; and

   ii does not include reimbursement of out-of-pocket expenses.

z. **senior employee** means a person who:

   i makes, or participates in making, decisions that affect the whole, or a substantial part of the activities of the association; or

   ii has the capacity to significantly affect the association's financial standing.

aa. **signed** means agreed in writing;

bb. **special resolution** means a resolution that is passed at a general meeting by the votes of at least 75% of the LAC delegates who are present, eligible to vote and voting;

cc. **surplus assets** means the assets after payment of the debts and liabilities remaining on a winding-up of the association and the costs, charges and expenses of the winding-up;

dd. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats.

1.1.2. Words importing the singular include the plural where context requires or permits and vice versa.

1.2. Name

1.2.1. The name of the association is Queensland Little Athletics Association Inc.

1.3. Associations Incorporation Act 1981

1.3.1. In this constitution, unless the context requires otherwise, an expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.

1.3.2. The provision at section 47(1) of the *Associations Incorporation Act 1981* does not apply, meaning that the model rules created under the Act are expressly displaced by this constitution.

1.4. Interpretation

1.4.1. The board has authority to interpret the meaning of this constitution and any matter relating to the association on which the constitution is silent, but any interpretation must have regard to the Act.

2. Objects and powers

2.1. Objects

2.1.1. The objects of the association are to:

a. encourage the development of all participants by promoting positive attitudes and a healthy lifestyle through family and community involvement in athletic activities, both as a social and recreational activity and as athletic competition;

b. encourage community and family involvement in the total development of youth;

c. encourage participation in sport;

d. affiliate with Little Athletics Australia and such other bodies as the association deems fit;

e. offer access to a range of participation programs, education, training, and competition opportunities, including the areas of participating, coaching, officiating and administration;

f. to ensure equity in all aspects of athletics, including the provision of rewards and incentives;

g. adopt, formulate, issue, interpret and amend rules (including competition and participation rules), regulations and policies for the conduct of Little Athletics, in keeping with the terms of this constitution;

h. participate in interstate activities as may be initiated by other affiliated bodies and are sanctioned by Little Athletics Australia;

i. undertake other actions or activities necessary, incidental or conducive to advance these objects.

2.2. Powers

2.2.1. The association has the powers of an individual.

2.2.2. The association may, for example:

a. enter into contracts; and

b. acquire, hold, deal with and dispose of property; and

c. make charges for services and facilities it supplies; and

d. do other things necessary or convenient to be done in carrying out its affairs.

2.2.3. The association may issue secured and unsecured notes, debentures and debenture stock for the association.

3. Membership

3.1. Classes of membership

3.1.1. The membership of the association consists of the following classes:

a. ordinary:

i ordinary members must be at least 18 years of age, support the objects of the association and abide by the association's constitution, bylaws, policies and codes of conduct;

ii ordinary members include adult members of Affiliated Little Athletics Centres;

iii ordinary members are not entitled to vote at general meetings of the association unless they are an LAC delegate to the association and therefore entitled to vote on behalf of their Affiliated Little Athletics Centre;

iv ordinary members are eligible for election or appointment to the board;

v sub-classes of ordinary membership, with definitions, may be outlined in the association's bylaws.

b. junior:

i junior members must be below the age of 18 years, support the objects of the association and abide by the association's constitution, bylaws, policies and codes of conduct;

ii junior members are not entitled to vote at general meetings of the association;

iii junior members are not eligible for election or appointment to the board;

iv sub-classes of junior membership, with definitions, may be outlined in the association's bylaws.

c. Affiliated Little Athletics Centre:

i any Little Athletics Centre which is a separately incorporated association in Queensland, or another state or territory, a public company limited by guarantee registered with the Australian Securities and Investments Commissions, or other legal entity type as approved by the board, is eligible to be an Affiliated Little Athletics Centre;

ii Affiliated Little Athletics Centres must support the objects of the association and abide by the association's constitution, bylaws, policies and codes of conduct;

iii each Affiliated Little Athletics Centre is entitled to nominate one member as LAC delegate to act as the representative of the Affiliated Little Athletics Centre, who is entitled to vote at general meetings of the association;

iv nomination of LAC delegates must be in the form decided by the board;

v LAC delegates must be:

3.1.1.c.v.1. at least 18 years of age; and

3.1.1.c.v.2. registered and voting members of the LAC they represent.

vi LAC delegates may not simultaneously serve as a member of the board.

d. life:

i life members must be at least 18 years of age, support the objects of the association and abide by the association's constitution, bylaws, policies and codes of conduct;

ii life membership is open to any person who has rendered extraordinary and meritorious service to the association for an extended period;

iii any board member or Affiliated Little Athletics Centre may nominate an eligible member for life membership;

iv nominations for life membership must be in writing, signed by the members making the recommendation and received by the secretary no less than 14 days prior to the annual general meeting;

v on the board's approval of the recommendation, the nominee will be proposed for election as a life member at the next annual general meeting;

vi life members must be elected by the passing of a resolution at an annual general meeting by the votes of at least 75% of LAC delegates present, eligible to vote and voting;

vii life members are not entitled to vote at general meetings of the association unless they are an LAC delegate to the association and therefore entitled to vote on behalf of their Affiliated Little Athletics Centre;

viii life members are eligible for election or appointment to the board.

3.1.2. The number of members in all classes of membership is unlimited.

3.1.3. A right, privilege or obligation which a member has by reason of being a member of the association is not capable of being transferred or transmitted from one person or entity to another person or entity.

3.1.4. Notwithstanding the membership rights and privileges listed in clause 3.1.1, any person who is a current employee of the association shall not be eligible to hold office as a board member.

3.2. Fees and levies

3.2.1. Life members are not required to pay membership fees to the association.

3.2.2. The membership and affiliation fees for each class of membership, other than life membership, are:

a. the amounts decided by the board; and

b. payable when, and in the way, the board decides.

3.2.3. The board may waive or discount the membership or affiliation fees payable by any member.

3.2.4. The board may at any time impose a levy upon all or any members in any amount and upon such payment terms as the board may think fit.

3.2.5. A member who has any membership or affiliation fee, other fee or levy in arrears for a period of two months may have their membership immediately suspended or terminated.

3.2.6. A member who has their membership suspended or terminated under clause 3.2.5 continues to be liable to pay any unpaid membership fee, affiliation fee, other fee or levy.

3.3. Application for membership

3.3.1. An application for membership must be:

a. in writing; and

b. in the form decided by the board; and

c. accompanied by any other documents or evidence of qualification for membership, as determined by the board from time to time.

3.4. Admission and rejection of new members

3.4.1. The board must consider an application for membership at the next board meeting held after it receives:

a. the application for membership; and

b. the appropriate fees for the application.

3.4.2. The board must ensure that, as soon as practicable after the applicant applies to become a member of the association, and before the board considers the application, the applicant is advised:

a. whether or not the association has public liability insurance; and

b. if the association has public liability insurance, the amount of the insurance.

3.4.3. The board must decide at the meeting whether to accept or reject the application.

3.4.4. If a majority of the board members present, eligible to vote and voting at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member in the class of membership applied for.

3.4.5. If the board decides to reject an application, the secretary must, as soon as practicable, give the applicant notice of the decision in a manner determined by the board, provide clear reasoning for the rejection and refund any fees paid by the member.

3.4.6. An applicant whose application for membership has been rejected has no right of appeal against their rejection under this clause.

3.5. Membership renewal and re-joining

3.5.1. The period of membership for each Affiliated Little Athletics Centre shall commence on the date of membership acceptance or renewal and shall end on the date specified in the affiliation agreement.

3.5.2. Existing members, other than life members, will be invited to renew their annual membership each year, in accordance with the timeframes and procedures set down by the board from time to time.

3.5.3. A member who has resigned from the association or otherwise forfeited their membership and later desires to re-join may be subject to the same process of admission to membership as any new member who has not previously been a member of the association.

3.5.4. If the board decides to reject a member's application to renew their membership, the secretary must, as soon as practicable, give the applicant notice of the decision in a manner determined by the board.

3.5.5. An existing member whose application for membership renewal has been rejected has the right of appeal against the rejection in accordance with clause 4.3.

3.6. Association registers

3.6.1. The board must keep a register of members of the association.

3.6.2. The register must include the following particulars for each member:

a. the full name of the member;

b. the postal or residential address of the member;

c. contact details of the member;

d. the date of admission as a member;

e. the date of death or time of resignation of the member;

f. details about the termination or reinstatement of membership;

g. any other particulars the board or the members at a general meeting decide.

3.6.3. The register of members is open for inspection only by the secretary, the board and any other person approved by the board.

3.7. Prohibition on use of information on register of members

3.7.1. A member of the association must not:

a. use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or

b. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.

4. Resignation, discipline, appeals and grievances

4.1. Resignation of a member

4.1.1. A member may resign from the association by giving a written notice of resignation to the secretary.

4.1.2. The resignation takes effect at:

a. the time the notice is received by the secretary; or

b. if a later time is stated in the notice, the later time.

4.2. Discipline

4.2.1. The board may take action to suspend or terminate a member's membership if it is determined that the member has:

a. been convicted of an indictable offence; or

b. breached, failed, refused or neglected to comply with a provision of this constitution, the association's bylaws, policies or codes of conduct, or any resolution or determination of the board or any duly authorised subcommittee; or

c. acted in a manner injurious or prejudicial to the character and interests of the association; or

d. brought themselves, the association, any other member or athletics into disrepute; or

e. has membership or affiliation fees in arrears for at least two months under clause 3.2.5.

4.2.2. If the board proposes to suspend or terminate a member's membership, the secretary must, within seven days after the decision, give the member written notice:

a. setting out the proposed suspension or termination of membership by the board and the grounds on which it is based;

b. stating that the member, or authorised representative, may address the board at a meeting to be held not earlier than seven days and not later than 28 days after the service of the notice;

c. stating that the member may bring a support person to that meeting;

d. stating the date, time and place of that meeting;

e. informing the member that the member may do either or both of the following:

i attend and speak at that meeting;

ii submit to the board at or before the date of that meeting written representations relating to the decision.

f. setting out the member's appeal rights.

4.2.3. Before the board terminates or suspends a member's membership, the board must:

a. give the member a full and fair opportunity to make verbal representations at a meeting as mentioned in clause 4.2.2.b;

b. give due consideration to any written representations submitted to the board by the member at or before the meeting mentioned in clause 4.2.2.b.

4.2.4. If, after considering all representations made by the member, the board decides by resolution to suspend or terminate the membership, the secretary must, within seven days of the meeting mentioned in clause 4.2.2.b, give the member a written notice of the decision.

4.2.5. Nothing in this constitution shall prevent the board from immediately suspending a member's right to participate in association activities in circumstances considered by the board to warrant such immediate action, pending the process outlined in clauses 4.2.2 - 4.2.4.

4.3. Appeal against rejection, suspension or termination of membership

4.3.1. A member whose membership has been suspended or terminated, or whose application to renew their membership has been rejected, may give the secretary written notice of their intention to appeal against the decision.

4.3.2. A notice of intention to appeal must be received by the secretary within seven days after the member receives written notice of the decision.

4.3.3. Within seven days of the secretary receiving a notice of intention to appeal, the board shall appoint an appeals panel comprising three people, other than board members, which may include an individual who would act as chairperson of the appeals panel.

4.4. Appeals panel to decide appeal

4.4.1. The appeals panel must hold the appeal meeting within 28 days of the secretary receiving the notice of intention to appeal.

4.4.2. At the appeal meeting, the appellant must be given a full and fair opportunity to show why the membership should not be suspended or terminated, or why their application to renew their membership should not be rejected.

4.4.3. Also, the board must be given a full and fair opportunity to show why the membership should be suspended or terminated, or why the application to renew membership should be rejected.

4.4.4. An appeal must be decided by a majority vote of the appeals panel.

4.4.5. Where a decision of the board to suspend or terminate a member's membership is set aside by the appeals panel, the membership shall be reinstated to the member's former level of membership without payment of any additional fee.

4.4.6. Where a decision of the board to reject a member's application to renew their membership is set aside by the appeals panel, the membership renewal shall be granted subject to the payment of any fees due.

4.5. Grievance procedure

4.5.1. This grievance procedure applies to disputes between:

a. a member and another member;

b. a member and the board; or

c. a member and the association.

4.5.2. The grievance procedure cannot be used by a person whose membership has been terminated.

4.5.3. A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute:

a. to the other party; and

b. if the other party is not the board, to the board.

4.5.4. If two or more members initiate a grievance procedure in relation to the same subject matter, the board may deal with the disputes in a single process and the initiating members must choose one of their number (also the aggrieved party) to represent the members in the grievance procedure.

4.5.5. Subject to clause 4.6, the parties to the dispute must, in good faith, attempt to resolve the dispute.

4.5.6. If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the association's secretary to refer the dispute to mediation.

4.5.7. Subject to clause 4.6, if the aggrieved party asks the association's secretary to refer the dispute to mediation under clause 4.5.6, the board must refer the dispute within 14 days after the request.

4.6. Grievance procedure not continued in particular circumstances

4.6.1. This section applies if:

a. a member initiates a grievance procedure in relation to a dispute and the association or association's board is the other party to the dispute; or

b. the aggrieved party asks the association's secretary to refer the dispute to mediation under clause 4.5.6.

4.6.2. The board does not have to act under clause 4.5.5 or 4.5.7 if:

a. the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the board grounds for taking disciplinary action under this constitution against the aggrieved party in relation to the matter the subject of the grievance procedure; or

b. before the grievance procedure was initiated, a process had started to take action under this constitution against the aggrieved party or terminate the aggrieved party's membership, as provided for under this constitution, and the dispute relates to that process or to a matter relevant to that process; or

c. the dispute relates to an obligation under the *Liquor Act 1992* or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the association, or to refuse to serve liquor to the aggrieved party at the premises; or

d. the dispute could reasonably be considered frivolous, vexatious, misconceived, or lacking in substance or the dispute relates to a matter that has already been subject of the grievance procedure.

4.7. Appointment of mediator

4.7.1. If a dispute under clause 4.5 is referred to mediation:

a. the parties to the dispute must choose a mediator to conduct the mediation; or

b. if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be:

i. for a dispute between a member and another member, a person appointed by the board; or

ii. for a dispute between a member and the board or the association, a person agreed between the parties, an accredited mediator or a mediator appointed by the director of a dispute resolution centre.

4.7.2. An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.

4.7.3. If clause 4.7.2 applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

4.8. Conduct of mediation

4.8.1. If a mediator is appointed under clause 4.7, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.

4.8.2. The mediator:

a. must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and

b. must comply with natural justice; and

c. must not act as an adjudicator or arbitrator; and

d. during the mediation, may see the parties, with or without their representatives, together or separately.

4.8.3. The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the time required under clause 4.8.1.

4.8.4. The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.

4.8.5. If the mediator cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

4.9. Representation for grievance procedure

4.9.1. A party to a dispute may appoint any person to act on behalf of the party in the grievance procedure.

4.9.2. For clause 4.9.1, a person is qualified to act on behalf of a party if the person:

a. has sufficient knowledge of the matter which is the subject of the dispute to be able to represent the party effectively; and

b. is authorised to negotiate an agreement for the party.

4.9.3. If a party appoints a person under clause 4.9.1 to act on the party's behalf, the party must give written notice of the appointment to each of the following entities:

a. the other party to the dispute;

b. the board;

c. if a mediator has been appointed before the party appoints the person, the mediator.

4.10. Electronic communication for grievance procedure

4.10.1. Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agrees.

5. The board, subcommittees and delegation

5.1. Membership of board

5.1.1. The board of the association must comprise seven members, including:

a. president;

b. finance director;

c. vice-president; and

d. four other members elected at a general meeting.

5.1.2. A board member must be an ordinary member of the association.

5.1.3. The board must comprise no more than two registered members of any one Affiliated Little Athletics Centre.

5.2. Terms of office

5.2.1. Subject to clause 5.2.2, the term of office for board members is two years.

5.2.2. Board members shall remain in office from the conclusion of the annual general meeting at which they were elected until the second annual general meeting following their election, but are eligible, on nomination, for re-election.

5.2.3. The board shall have the power to determine the sequence of retirements for board members to ensure rotational terms, whereby approximately one half of the board members retire in each year.

5.2.4. Any person who has served three consecutive full terms or three full terms over a period of eight years as a board member is not eligible to serve as a board member until 24 months have passed without serving as a board member.

5.2.5. A board member elected or appointed to fill a casual vacancy is deemed to have served a full term only if:

a. the casual vacancy position has at least 12 months remaining; and

b. the board member elected or appointed to fill the casual vacancy remains in that position for the remainder of the term.

5.2.6. As a transitional arrangement only, the three consecutive full terms or three full terms over a period of eight years referred to in clause 5.2.4 shall only apply to those terms for which any board member, who is filling a casual vacancy at the time of the adoption of this constitution, subsequently serves.

5.2.7. All newly elected board members shall undergo training in incorporated association legislation and corporate governance with a suitable training provider, within three months of their election.

5.3. Functions and duties of board

5.3.1. The board must take all reasonable steps to ensure that the association complies with its obligations under the Act and this constitution.

5.3.2. Subject to this constitution, the board has the general control and management of the administration of the affairs, property and funds of the association.

5.3.3. The board may exercise all the powers of the association except any powers that the Act or this constitution requires the association to exercise at a general meeting.

5.3.4. The board has the power to enforce the observance of all clauses in this constitution and any bylaws made by the board.

5.3.5. A board member must exercise their powers and discharge their duties in good faith, in the best interests of the association for proper purpose and with care and diligence.

5.3.6. A board member must not improperly use their position, or information obtained as a board member, to:

a. gain a benefit or material advantage; or

b. cause detriment to the association.

5.3.7. Board members have a duty to prevent insolvent trading.

5.4. Delegation

5.4.1. The board may delegate any of its powers and authorities, duties and functions to any person or to any subcommittee except:

a. the power to delegate; or

b. a function that is a duty imposed on the board by the Act or by any other law.

5.4.2. Despite any delegation under this clause, the board may continue to exercise all its functions, including any function that has been delegated and remains accountable for the exercise of those functions at all times.

5.5. Appointment of subcommittees

5.5.1. The board may create and dissolve any subcommittees considered appropriate by the board to help with the conduct of the association's operations.

5.5.2. Subcommittees shall have such membership, powers and duties as the board shall confer on them, or which the board shall delegate to them.

5.5.3. A subcommittee may meet and adjourn as it considers appropriate, or as requested by the board, provided that meeting procedures align with those of board meetings.

5.5.4. A member of a subcommittee who is not a board member is not entitled to vote at board meetings.

5.5.5. Subject to the board's absolute control and supervision, each subcommittee of the association may manage its own affairs but must make regular reports to the board, or otherwise as the board may require from time to time.

5.5.6. Each subcommittee must promptly and regularly produce its meeting minutes and records for inspection by or on behalf of the board.

5.5.7. A subcommittee of the association must in the exercise of those powers delegated to it, conform to any regulation or restriction that the board may impose upon it from time to time.

5.5.8. The president may be an ex-officio member of any subcommittee.

5.5.9. The board may create an executive committee, comprising members determined by the board, in accordance with clause 5.5.

5.6. Acts not affected by defects or disqualifications

5.6.1. An act or omission performed by the board, a subcommittee or a person acting under the direction of the board is taken to have been validly performed.

5.6.2. Clause 5.6.1 applies even if the act or omission was performed when:

a. there was a defect, informality or irregularity in the appointment of a board member, subcommittee member or person acting under the direction of the board; or

b. there was an irregularity in the convening or conduct of any board meeting, subcommittee meeting or general meeting that was not discovered until after the conclusion of that meeting; or

c. a board member, subcommittee member or person acting under the direction of the board was disqualified from being a member.

6. Election, appointment and vacancies on board

6.1.1. A board member may only be elected as follows:

a. prior to calling for board nominations, the board must appoint a returning officer;

b. the association's secretary may serve as the returning officer;

c. the secretary calls for nominations for board positions at least 56 days before the general meeting at which the election results will be declared;

d. any LAC delegate or board member may nominate an eligible person (the candidate) to serve as a board member;

e. nominations must be:

   i in writing; and

   ii signed by the candidate and the individuals who nominated them; and

   iii received by the secretary at least 28 days before the general meeting.

f. balloting lists must be prepared, containing the names of the candidates in order determined by lot, and made available to LAC delegates of the association at least 21 days before the general meeting;

g. elections shall be conducted by secret ballot, which may be electronic, using a preferential voting system outlined in the bylaws, at the discretion of the returning officer;

h. each LAC delegate, who is eligible to vote at general meetings, may vote for their preferred candidate for each vacant board position;

i. votes must be received by the secretary no later than 7 days before the general meeting;

j. if there are no candidates nominated for a vacant board position, a casual vacancy is deemed to have occurred in that position;

k. the results of board elections are declared at the commencement of the general meeting, with the members elected taking office upon conclusion of the general meeting.

6.1.2. A person is eligible for election to the board, or appointment to fill a casual vacancy on the board, only if the person:

a. is at least 18 years of age; and

b. has not been the Chief Executive Officer of the association in the previous three years; and

c. is not currently in any of the following positions on the management committee, or equivalent, of an Affiliated Little Athletics Centre, or relinquishes such position within three months of filling a board position;

   i Centre manager; or

   ii President; or

   iii Vice-President; or

   iv Treasurer; or

   v Secretary; and

d. is eligible to be a board member under the Act, this constitution and any nomination criteria set by the association; and

e. holds a current blue card or exemption card obtained under the *Working with Children (Risk Management and Screening) Act 2000* or agrees to obtain one immediately upon being elected or appointed to the board.

6.1.3. The board must ensure that, before a candidate is elected to the board, or appointed to fill a casual vacancy on the board, the candidate is advised:

a. whether or not the association has public liability insurance; and

b. if the association has public liability insurance, the amount of the insurance.

6.2. Election of president, vice-president and finance director

6.2.1. At the first board meeting following each annual general meeting, the board must appoint, by a majority vote, board members to fill any vacancies in the following positions:

a. president;

b. vice-president;

c. finance director; and

d. any other board positions determined by the board.

6.2.2. A board member appointed to a position outlined in clause 6.2.1, shall remain in that position until the end of their term as board member, unless that board member;

a. is elected to another position; or

b. resigns from the position; or

c. is removed from the position by a majority vote of the board; or

d. ceases to be a board member.

6.2.3. A board member elected to a position under clause 6.2 may be re-elected to the same or other position in following years, so long as they remain a board member.

6.3. Resignation, removal or vacation of office of board member

6.3.1. A board member may resign from the board by giving written notice of resignation to the secretary.

6.3.2. The resignation takes effect at:

a. the time the notice is received by the secretary; or

b. if a later time is stated in the notice, the later time.

6.3.3. A board member may be removed from office at a general meeting of the association if a majority of the LAC delegates present, eligible to vote and voting at the meeting vote in favour of removing the member.

6.3.4. Before a vote is taken about removing the member from office, the member must be given a full and fair opportunity to show why they should not be removed from office.

6.3.5. Also, LAC delegates present must be given a full and fair opportunity to show why the board member should be removed from office.

6.3.6. A board member must vacate office if that person:

a. dies; or

b. becomes disqualified from being a board member under the Act; or

c. is determined by the Queensland Civil and Administrative Tribunal or the Supreme Court of Queensland to have impaired capacity, as defined by the *Powers of Attorney Act 1998* or the *Guardian and Administration Act 2000*; or

d. is convicted of an indictable offence or is made bankrupt; or

e. fails to disclose the nature of any material personal interest in a matter that relates to the affairs of the association; or

f. is absent from three board meetings in a 12-month period without approved leave via the appropriate form; or

g. becomes an employee of the association; or

h. does not agree to undergo a criminal history check or is disqualified as a result of such a check, if the board requests the board member to undergo a criminal history check; or

i. if the person is required to undergo a *Working with Children (Risk Management and Screening) Act 2000* check and:

i is not eligible to undergo the check; or

ii does not agree to undergo the check; or

iii is disqualified as a result of the check.

6.3.7. A board member has no right of appeal against their removal from office under clause 6.3.

6.3.8. Any board member who has their membership of the association suspended or terminated may not return to the office vacated by them for the remainder of the term for that position.

6.3.9. Clause 6.3.8 does not apply in the case of any decision of the board to suspend or terminate a member's membership, which is subsequently set aside by an appeals panel.

6.4. Vacancies on board

6.4.1. If a casual vacancy occurs on the board, the continuing members of the board may appoint an eligible person to fill the vacancy for the remainder of the term for that position.

6.4.2. With the exception of the positions of president and finance director, the continuing members of the board may act despite a casual vacancy on the board.

6.4.3. If a casual vacancy occurs in the position of president or finance director, the continuing members of the board may act only to:

a. appoint an eligible person to fill the casual vacancy; or

b. call a general meeting of the association.

6.4.4. A casual vacancy in any position mentioned in clause 6.2.1 may be filled by an existing board member, provided a board member does not simultaneously fill the roles of president and finance director.

6.4.5. If the number of board members is less than the number fixed under clause 7.4.1 as a quorum of the board, the continuing members of the board may act only to:

a. increase the number of board members to the number required for a quorum; or

b. call a general meeting of the association.

6.4.6. If a casual vacancy occurs in the position of secretary, the continuing members of the board must ensure a secretary is appointed or elected within one month after the vacancy occurs.

7. Meetings of the board

7.1. Board meetings

7.1.1. Subject to this clause, the board may meet and conduct its proceedings, as it considers appropriate, provided that the board must meet at least once every four months to exercise its functions.

7.1.2. The board must decide how a meeting is to be called.

7.1.3. Notice of a meeting is to be given in the way decided by the board.

7.1.4. The board may hold meetings, or permit a board member to take part in its meetings, by using any technology that allows board members to clearly and simultaneously communicate with each participating board member.

7.1.5. A board member who participates in the meeting as mentioned in clause 7.1.4 is taken to be present at the meeting.

7.1.6. Each board member present is entitled to one vote only.

7.1.7. A question arising at a board meeting is to be decided by a majority vote of board members present, eligible to vote and voting at the meeting and, if the votes are equal, the question is decided so as to maintain the status quo.

7.1.8. The president is to preside as chairperson at a board meeting.

7.1.9. If there is no president or if the president is not present within 30 minutes after the time fixed for a board meeting, the board members may choose one of their number to preside as chairperson at the meeting.

7.2. Special meeting of board

7.2.1. If the secretary receives a written request signed by at least 33% of the members of the board, the secretary must call a special meeting of the board by giving each board member notice of the meeting within 14 days after the secretary receives the request.

7.2.2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

7.2.3. A request for a special meeting must state:

a. why the special meeting is called; and

b. the business to be conducted at the meeting.

7.2.4. A notice of a special meeting must state:

a. the day, time and place of the meeting; and

b. the business to be conducted at the meeting.

7.2.5. Only the business listed on the notice of a special meeting of the board may be conducted at a special meeting of the board.

7.2.6. A special meeting of the board must be held within 14 days after notice of the meeting is given to the members of the board.

7.3. Minutes of board meetings

7.3.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each board meeting are entered in a minute book, which may be electronic.

7.3.2. To ensure the accuracy of the minutes, the minutes of each board meeting must be signed by the chairperson of the meeting, or the chairperson of the next board meeting, verifying their accuracy.

7.3.3. Minutes of board meetings are available for inspection only by the secretary, the board and any other person approved by the board.

7.4. Quorum for, and adjournment of, board meeting

7.4.1. At a board meeting, more than 50% of the number of members elected to the board as at the close of the last general meeting form a quorum.

7.4.2. If there is no quorum within 30 minutes after the time fixed for a special meeting of the board called upon the request of board members under clause 7.2.1, the meeting lapses.

7.4.3. If there is no quorum within 30 minutes after the time fixed for a board meeting called other than upon the request of board members under clause 7.2.1:

a. the meeting is to be adjourned for at least one day; and

b. the members of the board who are present are to decide the day, time and place of the adjourned meeting.

7.4.4. If, at an adjourned meeting mentioned in clause 7.4.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

7.5. Resolutions of board without meeting

7.5.1. A written resolution agreed in writing by a majority of the board members entitled to vote on the resolution is as valid and effectual as if it had been passed at a board meeting that was properly called and held, provided that every board member has been given an opportunity to read and vote on the resolution.

7.5.2. Such a resolution may be validly transmitted and agreed in writing electronically.

7.5.3. A resolution mentioned in clause 7.5.1 may consist of several documents in like form, each agreed in writing by one or more members of the board.

7.6. Material personal interests

7.6.1. The secretary shall cause to be kept and updated from time to time a register of declared personal interests of board members.

7.6.2. A board member who has a material personal interest in a matter being considered at a board meeting must:

a. as soon as the board member becomes aware of the interest, disclose the nature and extent of the interest to the board;

b. not be present while the matter is being considered at the board meeting;

c. not vote on the matter; and

d. disclose the nature and extent of the interest at the next general meeting of the association.

7.6.3. The interest must be recorded in the minutes of the board meeting at which the disclosure is made and also in the register of declared interests of board members.

7.6.4. Clause 7.6.2 does not apply to a material personal interest:

a. that exists only because the board member belongs to a class of person for whose benefit the association is established; or

b. that the board member has in common with all, or a substantial proportion of, the members of the association.

7.6.5. Clause 7.6.2 does not apply if the board, other than the board members who have a material personal interest in the matter, decide the board member who has a material personal interest in the matter may:

a. be present while the matter is being considered at the meeting; or

b. vote on the matter.

7.6.6. If the board decides under clause 7.6.5 that a board member who has a material personal interest in a matter may be present at a meeting while the matter is being considered, or may vote on the matter, the board must ensure that:

a. the decision is recorded in the minutes of the board meeting and disclosed at the next general meeting of the association; and

b. details of the decision are given to a member of the association, if requested by the member.

8. Meetings of members

8.1. Annual general meetings

8.1.1. The association’s annual general meeting must be held within six months after the end date of the association's reportable financial year.

8.1.2. Subject to the Act, the following business must be conducted at each annual general meeting of the association:

a. presentation of a written report of the association’s operations throughout the year;

b. receiving and adopting the association's financial statement, and audit report, for the last reportable financial year;

c. appointing an auditor or an accountant for the present financial year;

d. advising members:

i of the association’s public liability insurance; or

ii if the board has decided that there is no need to have public liability insurance, the reasons for this decision and that this decision means the association’s assets would be at risk if there were a successful claim against the association.

e. declaration of board election results;

f. in accordance with clause 7.6, disclosure of the nature and extent of material personal interests of board members, if applicable;

g. presentation of the details of any remuneration paid or other benefits given for the financial year to board members and any of their relatives, and to senior employees of the association and any of their relatives, as prescribed by the Act.

8.2. Annual conference

8.2.1. The annual conference shall be held in conjunction with the annual general meeting.

8.2.2. The annual conference shall be deemed as a general meeting of the association.

8.2.3. Prior to the annual conference, any Affiliated Little Athletics Centre or board member may submit proposed resolutions to the secretary, to be considered by the LAC delegates at the annual conference.

8.2.4. A proposed resolution must be received by the secretary no later than 49 days before the date of the annual conference, and shall:

a. be in writing;

b. express clearly what the resolution entails;

c. if the resolution proposes an amendment to the constitution, refer specifically to the amendments and present the amended clause or clauses as proposed; and

d. be signed by:

i any two members of an Affiliated Little Athletics Centre's management committee, or equivalent; or

ii an LAC delegate; or

iii any two board members.

8.2.5. The secretary of the association shall forward to each Affiliated Little Athletics Centre, no later than 28 days before the annual conference:

a. the annual conference agenda;

b. notices of any proposed resolutions;

c. any proposals for the forthcoming year's calendar; and

d. a copy of any report proposed to be adopted at the annual conference.

8.3. General meetings

8.3.1. The secretary must call a general meeting by giving each member of the association written notice of the meeting within 14 days after:

a. being directed to call the meeting by the board; or

b. being given a written request signed by LAC delegates from at least 25% of the Affiliated Little Athletics Centres.

8.3.2. A request mentioned in clause 8.3.1.b must state any proposed resolution to be considered at the general meeting.

8.3.3. A general meeting must be held within 28 days after the secretary is directed or requested to call the meeting as mentioned in clause 8.3.1.

8.3.4. Written notice of a general meeting must be provided to each member of the association at least 14 days before the date of the general meeting.

8.3.5. A notice of a general meeting must state the business to be conducted at the meeting and must specify the date, time and place for the meeting.

8.3.6. If the secretary is unable or unwilling to call a general meeting, the president must call the meeting.

8.3.7. If the secretary or president do not within 28 days from the date of receipt of the request mentioned in clause 8.3.1.b duly proceed to call the meeting, the LAC delegates who made the initial request (or any of them) may themselves call and arrange to hold the meeting.

8.3.8. Any meeting called by the LAC delegates under clause 8.3.7 must be called in the same manner as that in which meetings are called by the board, and must be held not later than three months from the date of receipt of the request mentioned in clause 8.3.1.b.

8.3.9. All reasonable expenses of convening and conducting such a meeting shall be borne by the association.

8.4. Quorum for, and adjournment of, general meeting

8.4.1. The quorum for any general meeting is LAC delegates representing more than 25 of the Affiliated Little Athletics Centres.

8.4.2. No business may be conducted at a general meeting unless there is a quorum of LAC delegates.

8.4.3. If there is no quorum within 30 minutes after the time fixed for a general meeting called upon the request of LAC delegates of the association under clause 8.3.1.b, the meeting lapses.

8.4.4. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than upon the request of LAC delegates of the association under clause 8.3.1.b:

a. the meeting is to be adjourned for at least seven days; and

b. the board is to decide the day, time and place of the adjourned meeting.

8.4.5. If at the adjourned meeting under clause 8.4.4 a quorum is not present within 30 minutes from the appointed time for the meeting, the LAC delegates who are present and entitled to vote will be deemed to be the quorum and may transact the business for which the meeting was called.

8.4.6. The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

8.4.7. No business will be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.

8.4.8. A resolution passed at any adjourned meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.

8.4.9. When a meeting is adjourned, a new notice of the adjourned meeting is required only if the meeting is adjourned for 14 days or more.

8.5. Procedure at general meeting

8.5.1. An eligible voting LAC delegate or other participant may take part and vote in a general meeting in person or by using any technology as approved by the board, that allows participants to clearly and simultaneously communicate with each participant.

8.5.2. A LAC delegate who participates in a meeting as mentioned in clause 8.5.1 is taken to be present at the meeting.

8.5.3. At each general meeting:

a. the president is to preside as chairperson; or

b. the eligible voting LAC delegates present may choose another person to preside as chairperson; and

c. the chairperson must conduct the meeting in a proper and orderly way.

8.5.4. The eligible voting LAC delegates present at a general meeting may appoint, by a majority vote, an individual who is not a member of the association to chair the general meeting.

8.6. Voting at general meeting

8.6.1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority vote of the eligible voting LAC delegates who participate in the vote for that question, matter or resolution.

8.6.2. At a general meeting, a special resolution must be decided by at least 75% of the eligible voting LAC delegates present and voting.

8.6.3. Each LAC delegate present and entitled to vote is entitled to one vote only and, if the votes are equal, the question is decided so as to maintain the status quo.

8.6.4. An LAC delegate is not entitled to vote at a general meeting if the Affiliated Little Athletics Centre they are representing has any affiliation fee, other fee or levy in arrears at the date of the meeting.

8.6.5. A challenge to an LAC delegate's right to vote at a general meeting:

a. may only be made at the meeting; and

b. must be determined by the chairperson, whose decision is final.

8.6.6. The method of voting at a general meeting is to be decided by the board. However, if at least 20% of the LAC delegates present demand a secret ballot, voting in person at the general meeting must be by secret ballot.

8.6.7. If a secret ballot is held, the chairperson must appoint two people to conduct the secret ballot in the way the chairperson decides.

8.6.8. The result of a vote as declared by the chairperson is taken to be a resolution of the meeting at which the vote was held. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.

8.7. Proxies

8.7.1. The association does not allow proxy voting.

8.8. Minutes of general meetings

8.8.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book, which may be electronic.

8.8.2. To ensure the accuracy of the minutes:

a. the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy; and

b. the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy.

8.8.3. If asked by a LAC delegate of the association, the secretary must, within 28 days after the request is made:

a. make the minutes for a particular general meeting available for inspection by the LAC delegate at a mutually agreed time and place; and

b. give the LAC delegate a copy of the minutes of the meeting.

8.8.4. The association may require the LAC delegate to pay the reasonable costs of providing copies of the minutes.

9. Secretary

9.1. Appointment or election of secretary

9.1.1. The association's Chief Executive Officer shall serve as secretary, unless:

a. that person is not eligible for the role of secretary; or

b. the Chief Executive Officer is removed as secretary by the board; or

c. the position of Chief Executive Officer is vacant for a period longer than the maximum period that the Act requires the association to fill the role of secretary.

9.1.2. The secretary must be an adult residing in Queensland, or in another state but not more than 65km from the Queensland border, who is:

a. an eligible person elected as secretary by the LAC delegates at a general meeting; or

b. a board member appointed by the board; or

c. another person appointed by the board.

9.1.3. If a vacancy occurs in the office of secretary, the members of the board must ensure a secretary is appointed or elected within one month after the vacancy occurs.

9.1.4. If the board appoints a person mentioned in clause 9.1.2.c as secretary, other than to fill a casual vacancy on the board, the person does not become a board member and is ineligible to vote at board meetings.

9.1.5. However, if the board appoints a person mentioned in clause 9.1.2.c as secretary to fill a casual vacancy on the board, the person becomes a board member and is eligible to vote at board meetings.

9.1.6. In accordance with clause 3.1.3, a person who has been elected or appointed as secretary and is also a current employee of the association does not become a board member and is not eligible to vote at board meetings.

9.2. Removal of secretary

9.2.1. A secretary who has been appointed by the board may at any time be removed by the board.

9.2.2. If the board removes a secretary who is a person mentioned in clause 9.1.2.b, the person remains a board member.

9.2.3. If the board removes a secretary who is a person mentioned in clause 9.1.2.c and who has been appointed to a casual vacancy on the board under clause 9.1.5, the person does not remain a board member.

9.3. Functions of secretary

9.3.1. The secretary's functions include, without limitation:

a. calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and

b. keeping minutes of each meeting; and

c. keeping copies of all correspondence and other documents relating to the association; and

d. maintaining the register of members of the association.

10. Finance

10.1. Funds and accounts

10.1.1. The funds of the association must be kept in one or more accounts in the name of the association and in a financial institution decided by the board.

10.1.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.

10.1.3. All amounts must be deposited in a financial institution account as soon as practicable after receipt.

10.1.4. A payment by the association of $100 or more must be made by cheque or electronic funds transfer, which may include a credit or debit card payment.

10.1.5. Any cheque or electronic funds transfer must be signed or approved by any two of the following:

a. the president;

b. the secretary;

c. the finance director;

d. any other person who has been authorised by the board to sign cheques issued or approve electronic funds transfers by the association.

10.1.6. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed "not negotiable".

10.1.7. A petty cash account and credit or debit card accounts may be kept on the imprest system, and the board must decide the amount of funds to be kept in any such accounts.

10.1.8. Any credit or debit card mentioned in clause 10.1.7 may be used only for purchases and may not be used for cash withdrawals.

10.1.9. All expenditure must be approved or ratified at a board meeting.

10.2. Annual financial statement

10.2.1. On behalf of the board, the finance director must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

10.2.2. The board must ensure that the association's financial statement is audited by a qualified auditor and presented to the annual general meeting for adoption.

10.3. General financial matters

10.3.1. The income and property of the association must be applied solely towards the promotion of the objects of the association as set out in this constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the association, provided that nothing herein prevents the payment in good faith of:

a. remuneration of any person in return for services actually rendered to the association; or

b. repayment for out-of-pocket expenses incurred on behalf of the association; or

c. payment for sale or hire of goods or payment of rent for premises let to the association; or

d. interest to any member in respect of money advanced by that member to the association or otherwise owing by the association to the member, provided that the rate of interest is not more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:

i the financial institution of the association; or

ii if there is more than one financial institution of the association, the financial institution nominated by the board.

10.4. Financial year

10.4.1. The association's financial year will end on 31 March each year.

11. Documents and legal

11.1. Documents

11.1.1. The board must ensure the safe custody of books, documents, instruments of title and securities of the association.

11.2. Notices

11.2.1. A written notice may be given by the association to any member either personally, electronically or by sending it by post to the member's last address notified in writing to the association.

11.2.2. Any notice period referred to in this constitution shall include the day on which a notice is given.

11.2.3. Where a notice is sent by post:

a. service of the notice is effected by properly addressing, pre-paying and posting a letter or packet containing the notice; and

b. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

11.3. Common seal and execution of documents

11.3.1. Subject to the Act, the association may have a common seal.

11.3.2. If the association has a common seal, the seal must be:

a. kept securely by the board; and

b. used only under the authority of the board.

11.3.3. Each instrument to which the seal is attached must be signed by a board member and countersigned by:

a. the secretary;

b. another board member; or

c. someone authorised by the board.

11.3.4. If the association executes a document without using a common seal, the document must be signed by a board member and countersigned by:

a. the secretary;

b. another board member; or

c. someone authorised by the board.

11.4. Alteration of constitution

11.4.1. Subject to the Act, this constitution may be amended, repealed or added to by a special resolution carried at a general meeting.

11.4.2. However, an amendment, repeal or addition is valid only if it is registered by the chief executive of the relevant government department from time to time having responsibility for supervision of the provisions of the Act.

11.5. Bylaws

11.5.1. The board may make, amend or repeal bylaws, consistent with this constitution, for the internal management of the association.

11.5.2. A bylaw may be set aside by a majority vote of LAC delegates at a general meeting of the association.

11.6. Indemnity

11.6.1. The association shall indemnify its secretary, board members, employees and members against all damages and losses (including legal costs) for which any such person may become liable to any third party in consequence of any act or omission done in good faith for the purpose of exercising the association's functions under the Act.

11.6.2. Indemnity under clause 11.6.1 shall not apply to any loss or damage resulting from the wilful misconduct of the person.

11.7. Insurance

11.7.1. The association may pay, whether directly or through an interposed entity, a premium for a contract insuring a secretary, board member or employee against liability that the person incurs as an officer of the association including a liability for legal costs.

12. Winding up

12.1. Distribution of surplus assets

12.1.1. This clause applies if the association:

a. is wound-up under part 10 of the Act; and

b. has surplus assets.

12.1.2. The surplus assets must not be distributed among the individual members of the association.

12.1.3. The surplus assets may be distributed among Affiliated Little Athletics Centres in accordance with clause 12.1.4.

12.1.4. The surplus assets must be given to one or more other entities:

a. having objects similar to the association's objects; and

b. the rules of which prohibit the distribution of the entity's income and assets to its members.

12.2. Liability

12.2.1. A secretary, board member, employee or member of the association is not personally liable to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association, beyond:

a. the property of the association in the person's possession; and

b. the amount, if any, unpaid by the person in respect of membership of the association.