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Constitution

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LITTLE ATHLETICS AUSTRALIA LIMITED

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1. NAME OF COMPANY

The name of the company is Little Athletics Australia Limited (**LAA**).

2. DEFINITIONS AND INTERPRETATIONS

2.1 Definitions

In this Constitution unless the context requires otherwise:

Act means the *Corporations Act 2001* (Cth).

Affiliated Centre means an affiliated centre of a State & Territory Member.

Affiliated Club means a Little Athletics club which is affiliated with an Affiliated Centre and/or a State & Territory Member.

AGM or **Annual General Meeting** means the annual General Meeting of LAA required to be held by LAA in each calendar year.

Appointed Director means a member of the Board appointed under **clause 13**.

Board of **Directors** means the board of directors of LAA.

CEO means a person appointed as chief executive officer of LAA by the Board under **clause 19**.

Chair means the President or such other person as determined under **clause 17.6**.

Committee means a committee established by the Board under **clause 21**.

Company Secretary means a person appointed as a company secretary of LAA by the Board under **clause 20**.

Constitution means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

Director means a member of the Board and includes the Elected Directors and Appointed Directors.

Elected Director means a Director elected under **clause 14.1**.

First Director means a Director of LAA in accordance with **clauses 12.2** and **14.2(d)(v)**.

General Meeting means a general meeting of Members.

Individual Member means a person who is:

(a) an individual member of a State & Territory Member, Affiliated Centre or Affiliated Club; or

(b) an athlete, coach or official in any Little Athletics competition conducted by or under the auspices of LAA and/or a State & Territory Member,

who is admitted to LAA under **clauses 5.2** and **5.5**.

Intellectual Property means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to LAA or any activity of or conducted, promoted or administered by LAA.

Life Member means a Member admitted to LAA under **clause 5.3**.

Little Athletics means a modified version of the sport of athletics recognised as "Little Athletics", conducted and managed by the State & Territory Members and LAA.

Member means a member of LAA under **clause 5**.

Objects mean the objects of LAA in **clause 3.1**.

Official Position means:

(a) in connection with any State & Territory Member, a person who is an employee, or holds a position, whether elected or appointed, as president, vice president, chairperson, deputy chairperson, secretary, public officer, treasurer, director or equivalent, of that State & Territory Member or a body corporate or organisation which is owned or controlled by, or has, directly or indirectly, a material ownership or financial interest in that State & Territory Member; and

(b) in connection with any Affiliated Centre or Affiliated Club, a person who is an employee, or holds a position, whether elected or appointed, as president, vice president, chairperson, deputy chairperson, secretary, public officer, treasurer, director or committee member or equivalent, of that Affiliated Centre or Affiliated Club or a body corporate or organisation which is owned or controlled by, or has, directly or indirectly, a material ownership or financial interest in that Affiliated Centre or Affiliated Club.

President means the person appointed as President by the Board in accordance with **clause 12.3**.

Registration means registration or affiliation of a Member, such registration being in the form of a signed application form. **Registered** has a corresponding meaning.

Regulation means a Regulation made under **clause 22**.

Special General Meeting means a General Meeting other than an Annual General Meeting.

Special Resolution has the same meaning as that given to it in the Act.

State & Territory Member means a state or territory association admitted as a Member to LAA under **clauses 5.2** and **5.4**.

Vice President means the person appointed as Vice President by the Board in accordance with **clause 12.3**.

2.2 Interpretation

In this Constitution unless the context requires otherwise:

(a) (**presence of a Member**) a reference to a Member present at a General Meeting means the Member present in person or by proxy or delegate and in relation to telecommunication meetings, present in accordance with **clause 18**;

(b) (**document**) a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;

(c) (**gender**) words importing any gender include all other genders;

(d) (**person**) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;

(e) (**successors**) a reference to an organisation includes a reference to its successors;

(f) (**singular includes plural**) the singular includes the plural and vice versa;

(g) (**instruments**) a reference to a law includes regulations and instruments made under it;

(h) (**amendments to legislation**) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or Territory or the Commonwealth or otherwise;

(i) (**include**) the words **include**, **includes**, **including** and **for example** are not to be interpreted as words of limitation;

(j) (**signed**) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Territory or Commonwealth law relating to electronic transmissions or in any other manner approved by the Board;

(k) (**writing**) writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and

(l) (**headings**) headings are inserted for convenience and do not affect the interpretation of this Constitution.

2.3 The Act

(a) 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.

(b) The provisions of the Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to LAA.

3. OBJECTS

3.1 Objects

The Objects of LAA shall be to:

(a) operate as the national governing body for Little Athletics in Australia and co-ordinate and represent the State & Territory Members to ensure equal opportunity to participate in Little Athletics, regardless of location, gender, race, background, belief or ability;

(b) encourage, promote, advance and support all levels of Little Athletics in Australia interdependently with Members and others;

(c) represent the interests of its Members and of Little Athletics generally in any appropriate forum;

(d) 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;

(e) promote, manage and conduct national Little Athletics events and competitions;

(f) encourage and promote widespread and increasing participation in Little Athletics to enhance opportunities for every athlete to reach levels appropriate to their ability and aspiration;

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

(h) in conjunction with its State & Territory Members, encourage the provision and development of appropriate facilities for participation in Little Athletics;

(i) promote Little Athletics for commercial, government and public recognition and benefits;

(j) maintain and enhance standards, quality and reputation of Little Athletics for the collective and mutual benefit and interests of participants, Members and the sport of Little Athletics;

(k) use and promote the Intellectual Property;

(l) have regard to the public interest in its operations;

(m) notwithstanding objects (a) to (l), enable the transfer of some or all of the role, functions, activities and assets of LAA, including some or all of the items contemplated in the objects in (a) to (l), to Athletics Australia Limited, and any related actions to the implementation of the unification between LAA and Athletics Australia Limited (including the entry into any relevant documentation); and

(n) undertake other actions or activities necessary, incidental or conducive to advance these Objects.

For the avoidance of doubt, prior to completing all aspect of unification with Athletics Australia Limited, LAA may continue to perform all roles, functions and activities contemplated by these Objects.

3.2 Powers

Solely for furthering the Objects, LAA, in addition to any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Act.

3.3 Amendment of LAA's Constitution

No addition, alteration or amendment shall be made to this Constitution unless the same has been approved by Special Resolution.

4. INCOME AND PROPERTY OF LAA

4.1 Sole Purpose

The income and property of LAA will be applied only towards the promotion of the Objects.

4.2 Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

(a) in return for any services rendered or goods supplied in the ordinary and usual course of business to LAA; or

(b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or

(c) of reasonable rent for premises let by them to LAA.

5. MEMBERSHIP

5.1 Categories of Members

The Members of LAA shall consist of:

(a) State & Territory Members which subject to this Constitution shall be represented by a delegate and shall have the right to receive notice of General Meetings and to be present, debate and vote at General Meetings;

(b) Affiliated Centres which subject to this Constitution shall have no right to receive notice of or to be present, debate or vote at General Meetings;

(c) Affiliated Clubs which subject to this Constitution shall have no right to receive notice of or to be present, debate or vote at General Meetings;

(d) Life Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, but not debate or vote at General Meetings;

(e) Individual Members, who subject to this Constitution shall have no right to receive notice of or to be present, debate or vote at General Meetings; and

(f) such new or other categories of Members, with or without voting rights, as may be approved by LAA in a General Meeting.

5.2 Admission to membership

Subject to **clause 5.5** a person will become a Member, and the Board will direct the CEO to record their name in the register of Members kept by LAA, only upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and/or the Regulations and provided the person has signed an application in which they undertake to:

(a) be bound by this Constitution and the Regulations of LAA (including Regulations specific to the relevant category of membership);

(b) pay the fees and subscriptions determined to apply to the relevant membership category under **clause 8**; and

(c) support LAA in the encouragement and promotion of the Objects.

5.3 Life Members

(a) Life Membership is the highest honour which can be bestowed by LAA for longstanding and valued service to Little Athletics.

(b) Any Member may forward a proposal for nomination for Life Membership to the CEO for consideration by the Board.

(c) A Director may nominate a person for Life Membership for consideration by the Board.

(d) If a nomination for Life Membership is endorsed by the Board, it must be referred to the next General Meeting of LAA.

(e) Where nomination for Life Membership has been referred to the Board, the individual may be elected as a Life Member at the General Meeting on approval by a two-thirds (2/3) majority of votes cast, subject to **clause 5.2**.

(f) Nominations for Life Membership must be signed by the nominator and shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.

(g) The Regulations will set out:

(i) the criteria to be met by Life Members; and

(ii) the privileges and benefits of Life Membership, including those set out in **clause 5.1(d)**.

(h) Subject to **clause 5.2**, at the time of adoption of this Constitution, the Life Members of LAA shall be those persons currently recognised by LAA as Life Members.

5.4 State & Territory Members

(a) Subject to **clause 5.2**, all State & Territory Members which are recognised as Members prior to the approval of this Constitution shall be deemed Members from the time of approval of this Constitution under the Act.

(b) LAA may only recognise one entity from each Australian state and territory as a State & Territory Member.

(c) State & Territory Members will:

(i) have objects that align with LAA's Objects and do all that is reasonably necessary to enable LAA's Objects to be achieved;

(ii) be an autonomous body with financial independence;

(iii) effectively promulgate and enforce this Constitution;

(iv) at all times act for and on behalf of the interests of LAA, the Members and Little Athletics;

(v) be responsible and accountable to LAA for fulfilling its respective obligations under LAA’s strategic plan as revised from time to time;

(vi) provide LAA with copies of its audited accounts and annual report within 30 days of its annual general meeting;

(vii) provide LAA with copies of its strategic and business plans from time to time and within 30 days of request by the Board;

(viii) where the State & Territory Member agrees, exchange information with LAA and other State & Territory Members (including reports, plans, programs, budgets and member data);

(ix) be bound by this Constitution and the Regulations;

(x) act in good faith and loyalty to maintain and enhance LAA and Little Athletics, its standards, quality and reputation for the collective and mutual benefit of the Members and Little Athletics;

(xi) at all times operate with, and promote, mutual trust and confidence between LAA and the Members, promoting the economic and sporting success, strength and stability of each other and work cooperatively with each other in the pursuit of the Objects;

(xii) maintain a database of all Individual Members, Affiliated Clubs and Affiliated Centres Registered with it in accordance with this Constitution and provide a copy to LAA upon request from time to time by the Board in such means as may be required; and

(xiii) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Little Athletics and its maintenance and development.

(d) Each State & Territory Member must:

(i) advise LAA as soon as practicable of any serious administrative, operational or financial difficulties the State & Territory Member is having;

(ii) assist LAA in investigating those issues; and

(iii) cooperate with LAA in addressing those issues in whatever manner which may, by agreement, include allowing LAA to appoint an administrator to conduct and manage the State & Territory Member's business and affairs or to allow LAA to conduct all or part of the business or affairs of the State & Territory Member and on such conditions as LAA considers appropriate. LAA is not obliged to act under this clause.

5.5 Individual Members, Affiliated Centres and Affiliated Clubs

(a) No person shall be Registered or affiliated with LAA as an Individual Member, Affiliated Club or Affiliated Centre except in accordance with this **clause 5.5**. The Board or the relevant State & Territory Member may in its discretion refuse to accept a person as an Individual Member, Affiliated Club or Affiliated Centre and shall not be required or compelled to provide any reason for such rejection.

(b) Subject to **clause 5.2** a person that is recognised, affiliated, accredited or Registered by or with a State & Territory Member (or an organisation affiliated with a State & Territory Member) will, upon Registration with the State & Territory Member (or affiliated organisation), become an Individual Member, Affiliated Club or Affiliated Centre (as determined by the relevant body considering the application) of LAA and is subject to the provisions of this Constitution.

(c) To remain a Member, all Individual Members, Affiliated Clubs and Affiliated Centres must:

(i) renew their membership, affiliation, accreditation or Registration with their State & Territory Member and any affiliated organisation in accordance with the procedures applicable from time to time;

(ii) otherwise remain a member, affiliated, accredited or Registered with their State & Territory Member and any affiliated organisation in accordance with the procedures applicable from time to time; and

(iii) pay such fees as may be prescribed by their respective State & Territory Member (or affiliated organisation) in respect of their membership, affiliation, accreditation or Registration, from time to time.

(d) In addition to the effect of membership set out in **clause 5.2**, Individual Members, Affiliated Clubs and Affiliated Centres are bound by, and must comply with, this Constitution and the Regulations.

5.6 General

(a) LAA must keep and maintain a register of all Members in accordance with the Act.

(b) No Member whose membership ceases has any claim against LAA or the Directors for damages or otherwise arising from cessation or termination of membership.

(c) A right, privilege or obligation of a Member by reason of their membership of LAA is not capable of being transferred or transmitted to another Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.

(d) Members must not act in a manner unbecoming of a Member or prejudicial to the Objects and/or interests of LAA or Little Athletics.

5.7 Limited Liability

Members have no liability except as set out in **clause 27**.

5.8 Effect of Membership

(a) Members acknowledge and agree that:

(i) this Constitution constitutes a contract between each of them and LAA and that they are bound by this Constitution and the Regulations;

(ii) they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Board or any duly authorised Committee;

(iii) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of LAA;

(iv) this Constitution is made in pursuit of a common purpose, namely the mutual and collective benefit of LAA, the Members and Little Athletics;

(v) this Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Little Athletics; and

(vi) they are entitled to applicable benefits, advantages, privileges and services of membership.

(b) Subject to **clause 8.2(a)**, a State & Territory Member of LAA has the right:

(i) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by this Constitution;

(ii) to submit items of business for consideration at a General Meeting;

(iii) to attend and be heard at General Meetings;

(iv) to vote at a General Meeting;

(v) to have access to the minutes of the General Meetings and other documents of LAA as provided under **clause 23**; and

(vi) subject to **clause 5.6(a)**, to inspect the register of members.

6. CESSATION OF MEMBERSHIP

6.1 Cessation

A person ceases to be a Member on:

(a) resignation;

(b) death;

(c) the termination of their Membership according to this Constitution or the Regulations;

(d) if a body corporate, being dissolved or otherwise ceasing to exist; or

(e) for Individual Members, Affiliated Clubs and Affiliated Centres, that Member no longer meeting the requirements for Membership according to this Constitution and/or the Regulations.

6.2 Resignation

For the purposes of **clause 6.1(a)**, a Member may resign as a Member of LAA by giving 30 days written notice to the Board. Where a State & Territory Member seeks to resign as a Member of LAA the written notice must be accompanied by a copy of the special resolution passed by the State & Territory Member's members resolving that the State & Territory Member resign from LAA.

6.3 Forfeiture of Rights

A Member who or which ceases to be a Member shall forfeit all right in and claim upon LAA or the Directors for damages or otherwise, or claim upon its property including the Intellectual Property (including any use of the name Little Athletics Australia/State/Territory and any related business names, trade mark or logo).

7. GRIEVANCES AND DISCIPLINE OF MEMBERS

7.1 Jurisdiction

(a) All Members and Member Representatives will be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of LAA whether under the Regulations or under this Constitution.

(b) For the purposes of this **clause 7**, Member Representative means an individual that has the power, authority and duty to act on a Member's behalf and in so doing is also bound by this Constitution and the Regulations. In relation to:

(i) Affiliated Clubs and Affiliated Centres, representative means an individual who acts as officer or represents the management and administration of the Affiliated Club or Affiliated Centre; and

(ii) Individual Members who are under 18 years of age, representatives mean the parent or guardian of the minor or other person who has applied on behalf of the Individual Member for membership of an Affiliated Club or Affiliated Centre.

7.2 Regulations

(a) The Directors may make Regulations:

(i) for the hearing and determination of:

(A) grievances by any Member who feels aggrieved by a decision or action of LAA (or a State & Territory Member); and

(B) disputes between Members relating to the conduct or administration of Little Athletics;

(ii) for the discipline of Members or Member Representatives;

(iii) for the formation and administration of an appeals tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question; and

(iv) for the termination of Members (except in respect of State & Territory Members).

(b) The Directors in their sole discretion may refer an allegation (which in the opinion of the Directors is not vexatious, trifling or frivolous) by a complainant (including a Director or a Member) that a Member or Member Representative has:

(i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any other resolution or determination of the Directors or any duly authorised committee; or

(ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of LAA; or

(iii) prejudiced LAA or brought LAA into disrepute,

for investigation or determination either under the procedures set down in the Regulations or by such other procedure and/or persons as the Directors consider appropriate.

(c) During investigatory or disciplinary proceedings under this **clause 7.2**, a respondent may continue to participate in LAA's activities, pending the determination of such proceedings (including any available appeal) unless the Directors decide continued participation is not appropriate having regard to the matter at hand and in those instances the Directors may suspend the respondent's right to participate in LAA's activities pending the determination of the proceedings.

7.3 Termination of Membership of State & Territory Member

Sanctions for discipline of State & Territory Member

(a) Without limiting matters that may be referred to in the Regulations, any State & Territory Member that is determined by the Board to have acted in a manner set out in **clause 7.2(b)** shall be liable for the sanctions set out in those Regulations, including termination of membership (which shall only take place in accordance with the procedure set out in this **clause 7.3**).

Termination of membership of State & Territory Member

(b) No recommendation can be made by the Board under this **clause 7.3** unless all avenues of appeal available to the relevant State & Territory Member under the Regulations have been exhausted.

(c) Subject to compliance with **clause 7.3(b)** (and the Regulations) the Board may recommend to a General Meeting to terminate the membership of a State & Territory Member.

(d) Upon recommendation from the Board under **clause 7.3(c)**, a General Meeting may, by Special Resolution, terminate the membership of a State & Territory Member.

(e) Where the membership of a State & Territory Member is terminated in accordance with this **clause 7.3**, the State & Territory Members may, at a General Meeting, resolve to admit another body, which meets the requirements in **clause 5.4**, as the State & Territory Member to represent the relevant state or territory.

8. FEES AND SUBSCRIPTIONS

8.1 Fees payable by Members

(a) The Board:

(i) must recognise any determination made by a State & Territory Member for the payment of affiliation fees by its members to that State & Territory Member; and

(ii) may determine from time to time;

(A) the amount (if any) payable to LAA by State & Territory Members; and

(B) the payment method and due date for payment.

(b) Each Member must pay to LAA the amounts determined under **clause 8.1(a)(ii)(A)** provided the Board first gives 60 days' notice to the State & Territory Members (or as otherwise agreed with State & Territory Members).

8.2 Non-Payment of Fees

(a) Subject to **clause 8.2(b)** but notwithstanding any other clause of this Constitution, the right of a Member to attend and vote at a General Meeting may, at the discretion of the Board, be suspended while the payment of any subscription or other amount is in arrears.

(b) Where a Member is in arrears for any amount:

(i) the Board may enter an arrangement with the Member for the payment of the amount; and

(ii) any arrangement must be disclosed to other State & Territory Members, but does not require their approval.

9. GENERAL MEETINGS

9.1 Annual General Meeting

AGMs of LAA are to be held:

(a) according to the Act; and

(b) otherwise as determined by the Directors (including date and venue).

9.2 Power to convene General Meeting

(a) The Directors may convene a General Meeting when they think fit and must do so if required by the Act.

(b) The State & Territory Members may convene a General Meeting which must comply with the requirements under the Act.

9.3 Notice of General Meeting

(a) Notice of a General Meeting of Members must be given:

(i) to all Members entitled to attend the General Meeting, the Directors, and the auditor of LAA; and

(ii) in accordance with **clause 25** and the Act.

(b) At least 45 days prior to the proposed date of the AGM, the CEO will request from State & Territory Members notices of motions, which must be received no less than 28 days prior to the AGM.

(c) At least 21 days' notice of the time and place of a General Meeting must be given, together with:

(i) all information required to be included in accordance with the Act;

(ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;

(iii) where applicable, any notice of motion received from any State & Territory Member or Director; and

(iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

9.4 No other business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

9.5 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit and subject to the Act, cancel the meeting or postpone the meeting to a date and time they determine. However, this clause does not apply to a General Meeting convened by:

(a) State & Territory Members according to the Act;

(b) the Directors at the request of Members; or

(c) a Court.

9.6 Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

(a) each Member entitled to attend the General Meeting; and

(b) each other person entitled to notice of a General Meeting under this Constitution or the Act,

at least 7 days prior to the date of the General Meeting.

9.7 Contents of notice postponing General Meeting

A notice postponing a General Meeting must specify:

(a) the new date and time for the meeting;

(b) the place where the meeting is to be held, which may be either the same as or different from the place specified in the notice originally convening the meeting; and

(c) if the meeting is to be held in 2 or more places, the technology that will be used to hold the meeting in that manner.

9.8 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not

be less than the number of clear days' notice of that General Meeting required to be given by **clause 9.3** or the Act.

9.9 Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

9.10 Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

9.11 Right to appoint delegate

(a) Each State & Territory Member is entitled to appoint an individual as its delegate to attend and vote on behalf of that State & Territory Member at General Meetings and to exercise the powers of the State & Territory Member in relation to resolutions to be passed without meetings. A Director cannot also be appointed as a voting Member's delegate.

(b) A State & Territory Member may appoint a second delegate but only one delegate may exercise the State & Territory Member's power to vote at any General Meeting.

(c) State & Territory Members must notify the CEO of their appointed, authorised delegates no later than 48 hours prior to the General Meeting.

9.12 Right to appoint proxy

(a) A State & Territory Member entitled to attend a General Meeting of LAA is entitled to appoint a person as their proxy to attend the meeting in their place in accordance with the Act.

(b) A proxy may be revoked by the appointing Member at any time by notice in writing to LAA.

9.13 Delegate or proxy at postponed General Meeting

Where:

(a) by the terms of an instrument appointing a delegate or proxy that appointed person is authorised to attend and vote at a General Meeting on behalf of the appointing Member to be held on a specified date or at a General Meeting or General Meetings to be held on or before a specified date; and

(b) the date for the meeting is postponed to a date later than the date specified in the instrument,

then that later date is substituted for the date specified in the instrument appointing that appointed person, unless the appointing Member notifies LAA in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

9.14 Form of proxy

The instrument appointing a proxy may be in a form determined by the Board from time to time provided it complies with the requirements under the Act.

9.15 Lodgement of proxy documents

(a) A proxy may vote at a General Meeting or adjourned or postponed meeting (as the case may be) only if the instrument appointing the proxy is received by LAA at least 48 hours before the scheduled commencement time for the meeting or adjourned or postponed meeting (as the case may be) at which the person named in the instrument proposes to vote. The scheduled commencement time is as specified in the notice of meeting.

(b) An undated proxy is taken to be dated on the day that it is received by LAA.

9.16 Authority given by appointment

(a) Unless the terms of the appointment specify to the contrary, an appointment by a State & Territory Member confers authority on a proxy or delegate:

(i) to agree to a General Meeting being convened by shorter notice than is required by the Act or this Constitution;

(ii) to speak to any proposed resolution; and

(iii) to demand or join in demanding a poll on any resolution.

(b) Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the proxy or delegate on how to vote on those resolutions, the appointment is taken to confer authority;

(i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;

(ii) to vote on any procedural motion; and

(iii) to act generally at the meeting.

(c) Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to attend and vote:

(i) at the postponed or adjourned meeting; or

(ii) at the new venue.

(d) The instrument appointing a proxy may provide for the Chair to act as proxy in the absence of any other appointment or if the person or persons nominated fail or fails to attend the meeting.

(e) The instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution.

(f) If a proxy is appointed to vote on a particular resolution by more than one State & Territory Member and the instruments appointing the proxy direct the proxy to vote on the resolution in different ways, then the proxy must not vote on a show of hands taken on the resolution.

10. PROCEEDINGS AT GENERAL MEETING

10.1 Number for a quorum

The number of State & Territory Members who must be present and eligible to vote for a quorum to exist at a General Meeting is five State & Territory Members.

10.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present and remains throughout the General Meeting.

10.3 Quorum and time – Special General Meetings

If within 30 minutes after the time appointed for a Special General Meeting, or at any other time during the meeting, a quorum is not present, the meeting:

(a) if convened by, or on requisition of, Members is dissolved; and

(b) in any other case stands adjourned to such other day, time and place as the Chair determines.

10.4 Quorum and time – AGMs

(a) If within 30 minutes after the time appointed for an AGM, or at any other time during the meeting, a quorum is not present, the AGM stands adjourned to such other day, time and place as the Chair determines.

(b) Where an AGM has been adjourned under **clause 10.4(a)**, such State & Territory Members as are represented by their appointed, authorised delegate on the adjourned date shall constitute a quorum.

10.5 President to preside over General Meetings

(a) The President is entitled to preside as Chair at General Meetings.

(b) If a General Meeting is convened and there is no President, or the President is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as Chair (in order of entitlement):

(i) the Vice President;

(ii) a Director (or other person) chosen by a majority of the Directors present;

(iii) the only Director present; or

(iv) an authorised representative of a State & Territory Member who is entitled to vote and is chosen by a majority of the State & Territory Members.

10.6 Conduct of General Meetings

(a) The Chair:

(i) has charge of the general conduct of the meeting and of the procedures to be adopted;

(ii) may require the adoption of any procedure which in their opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and

(iii) may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.

(b) A decision by the Chair under this **clause 10.6** is final.

10.7 Adjournment of General Meeting

(a) The Chair may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.

(b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the Members present.

(c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

10.8 Notice of adjourned meeting

(a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.

(b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

10.9 Questions decided by majority

Subject to the requirements of the Act (if any) and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

10.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried. For the avoidance of doubt the Chair does not have a casting vote where voting is equal.

10.11 Declaration of results

(a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.

(b) 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 that effect in the minutes of the meetings of LAA, is conclusive evidence of the fact.

(c) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

10.12 Poll

(a) If a poll is properly demanded in accordance with the Act or by the Chair of the meeting, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded. On a poll each Member will have the number of votes fixed under **clause 11**.

(b) A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.

(c) A demand for a poll may be withdrawn.

(d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

10.13 Objection to voting qualification

(a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):

(i) may not be raised except at that meeting; and

(ii) must be referred to the Chair, whose decision is final.

(b) A vote not disallowed under the objection is valid for all purposes.

10.14 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the Chair must decide it and the Chair's decision made in good faith is final.

11. VOTES OF MEMBERS

(a) At a General Meeting, on a show of hands and on a poll, each State & Territory Member shall have one vote. A State & Territory Member's vote will be exercised by its appointed, authorised delegate.

(b) No Member other than State & Territory Members shall be entitled to vote at General Meetings.

12. BOARD OF DIRECTORS

12.1 Composition of the Board

(a) The Board shall consist of between three and six Directors, comprising:

(i) up to three Elected Directors elected in accordance with **clause 14.1**; and

(ii) up to three Appointed Directors appointed in accordance with **clause 13**.

(b) The total number of Elected Directors shall at all times constitute at least 50% of the total number of Directors.

12.2 First Directors

(a) From the date this Constitution is first adopted and notwithstanding **clause 12.1**, the First Directors will be the Directors of LAA.

(b) The First Directors will retire in accordance with **clause 14.2(d)(v)**.

12.3 President

(a) The positions of President and Vice President shall be appointed by the Board from among the Directors as soon as practicable after each Annual General Meeting and no later than the Board meeting immediately following each Annual General Meeting. An appointee will hold the position of President or Vice President until the conclusion of the next Annual General Meeting following their appointment. A Director may be re-appointed to the position of President or Vice President.

(b) Where the President is unable to perform any of their duties as President as set out in this Constitution, the Vice President shall (subject to this Constitution) perform such duties.

12.4 Remuneration of Directors

A member of the Board may not be paid for services as a member of the Board but, with the approval of the Board and subject to the Act, may be:

(a) paid by LAA for services rendered to it other than as a member of the Board; and

(b) reimbursed by LAA for their reasonable travelling, accommodation and other expenses when:

(i) travelling to or from meetings of the Board; or

(ii) otherwise engaged on the affairs of LAA.

12.5 Qualifications for Directors

(a) The Board may determine from time to time job descriptions and qualifications for Directors, subject to a Director not being disqualified under the Act.

(b) A person who holds an Official Position is not eligible to be elected as a Director. For the avoidance of doubt if a person who holds an Official Position nominates to be considered for election as a Director and is elected that person cannot take office until they have resigned from the Official Position. A copy of such resignation must be received by the CEO within 48 hours of the General Meeting at which the person is elected.

(c) A person who has been CEO is not eligible to be elected or appointed as a member of the Board for a period of 3 years since their appointment as CEO ceased.

(d) Nominees for Director positions on the Board must be over the age of 18 years, reside in Australia and meet the qualifications as prescribed from time to time by the Board and set out in the Regulations (if any).

(e) A Nominations Committee, appointed under **clause 21** will be established to assess, review and make recommendations to State & Territory Members in relation to the nomination, election and appointment of Directors/nominees as set out in the Regulations. The Nominations Committee is to perform an advisory role in considering nominations.

(f) Following the adoption of this Constitution, no person who has served as a Director for a period of 4 consecutive full terms (8 years) shall be eligible for re-election or re-appointment as a Director until the next Annual General Meeting following the date of conclusion of their last term as a Director.

13. APPOINTED DIRECTORS

13.1 Appointment of Appointed Directors

The Board must appoint up to three Appointed Directors in accordance with this Constitution and use reasonable endeavours to fill any vacancy in an Appointed Director position as soon as reasonably practicable.

13.2 Qualifications for Appointed Directors

Appointed Directors should have skills that complement and/or supplement any skill gaps that may exist within the Board, with the aim of ensuring that the Board has all the necessary skills to govern the organisation. Appointed Directors do not need to be Individual Members or have experience in, or exposure to, Little Athletics.

13.3 Term of Appointment

Appointed Directors may be appointed by the Board in accordance with this Constitution for a term of no longer than 2 years, which shall commence and conclude on dates as determined by the Board.

13.4 Diverse Appointments

The Board shall give due consideration to diversity when considering and determining appointments of Appointed Directors.

14. ELECTED DIRECTORS

14.1 Election of Elected Directors

(a) The Elected Directors shall be elected as set out in this **clause 14**.

(b) Nominations for the Elected Directors shall be called for by the CEO 45 days prior to the General Meeting at which the election is to be held (usually the AGM).

(c) Nominations for the Elected Director positions may only be made by State & Territory Members. Nominations must be:

(i) in writing on the prescribed form (if any);

(ii) certified by the nominee expressing their willingness to accept the position for which they are nominated; and

(iii) delivered to LAA not less than 28 days before the date fixed for the holding of the General Meeting.

(d) If the number of nominations received for Elected Director positions is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacant Elected Director positions, then those nominated shall only be declared elected if those members entitled to vote pass a resolution supporting each candidate's election to an

Elected Director position. If such resolution is not passed, the position will be deemed a casual vacancy.

(e) If there are insufficient nominations received to fill all vacant Elected Director positions, the positions will be deemed casual vacancies under **clause 15.1**.

(f) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in order drawn by ballot, for each vacant Elected Director position.

(g) The voting shall be conducted in such manner and by such method as may be determined by the Board from time to time.

(h) Subject to this Constitution, and in particular **clauses 14.1(i)** and **14.2(c)**, Elected Directors shall be elected in accordance with this Constitution for a term of 2 years, which shall commence from the conclusion of the General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.

(i) Notwithstanding any other clause, should any adjustment to the term of the Elected Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. If the Board cannot agree, retirements will be determined by lot. For the avoidance of doubt, any part of a term shall be deemed a full term for the purposes of this **clause 14.1(i)**.

14.2 Transitional arrangements

Notwithstanding any other clause in this Constitution, the following transitional arrangements will apply:

(a) at and from the 2018 AGM at which this Constitution is adopted:

(i) the role of the existing:

(A) Competition and Standards Director; and

(B) Finance Director,

will cease and these Directors will retire from office; and

(ii) the CEO will not be a member of the Board or a Director; and

(iii) the term of the two existing Appointed Directors (being the two Independent Directors previously appointed to such positions immediately prior to the adoption of this Constitution) will be extended until the conclusion of the 2019 AGM; and

(b) for the avoidance of doubt, from the conclusion of the 2018 AGM until the conclusion of the first General Meeting following that AGM (**First General Meeting**), the Board will be comprised of:

(i) the President (being the person appointed as President at the 2018 AGM); and

(ii) 2 Appointed Directors (known as Independent Directors immediately prior to the adoption of this Constitution); and

(iii) the persons nominated by the board of the State & Territory Members (**State & Territory Member Representatives**), being the eight persons appointed to such positions immediately prior to the adoption of this Constitution; and

(c) at the First General Meeting, all State & Territory Member Representatives will retire from office and:

(i) prior to retiring from office, the State & Territory Member Representatives will appoint up to 3 Directors from among the State & Territory Member Representatives, the Competition and Standards Director and the Finance Director (being those persons who were Directors of LAA immediately prior to the 2018 AGM); and

(ii) subject to the number of Directors appointed under **clause 14.2(c)(i)**, an election will be held to elect at least 2 and up to 5 Elected Directors, to ensure the Board is comprised of 5 Directors in addition to the Appointed Directors, and, of the Directors elected or appointed under **clauses 14.2(c)(i)** and **14.2(c)(ii)**, 3 will retire from office at the 2020 AGM and 2 will retire from office at the 2021 AGM and:

(A) the Elected Directors to retire at the 2020 AGM will be any of the Directors appointed under **clause 14.2(c)(i)**; and

(B) if less than 3 Directors are appointed under **clause 14.2(c)(i)**, then as otherwise determined by the Board; and

(C) if the Board cannot agree, then those Directors to retire at the 2020 AGM will be determined by lot; and

(iii) 2 Appointed Directors (known as Independent Directors immediately prior to the adoption of this Constitution) shall remain until the conclusion of the 2019 AGM; and

(iv) the President who was in office at the conclusion of the 2018 AGM shall serve until the conclusion of the 2020 AGM; and

(d) for the avoidance of doubt:

(i) the Directors who are elected or appointed in accordance with **clause 14.2(c)** and retire at the 2020 AGM shall serve for approximately one and a half year terms; and

(ii) the Directors who are elected or appointed in accordance with **clause 14.2(c)** and retire at the 2021 AGM shall serve for approximately two and a half year terms; and

(iii) at the 2020 AGM there will be an election in accordance with this Constitution to elect 3 Elected Directors; and

(iv) at the 2021 AGM there will be an election in accordance with this Constitution to elect 2 Elected Directors; and

(v) following the 2019 AGM, up to 3 Appointed Directors will be appointed in accordance with **clause 13**; and

(e) subject to the requirements of this Constitution, the:

(i) Board members who are State & Territory Member Representatives at the First General Meeting; and

(ii) the individual who is the President at the 2020 Annual General Meeting,

will be eligible for re-election as an Elected Director.

15. VACANCIES ON THE BOARD AND VOTE OF NO CONFIDENCE

15.1 Casual Vacancies

(a) Any casual vacancy that occurs on the Board may be filled by the Board from among appropriately qualified persons.

(b) Any casual vacancy may only be filled for the remainder of the term under this Constitution.

15.2 Grounds for Termination of members of the Board

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

(a) dies;

(b) becomes bankrupt or insolvent under administration or makes any arrangement or composition with their 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 their office in writing to LAA;

(e) is absent without the consent of the Board from 2 consecutive meetings of the Board;

(f) is directly or indirectly interested in any contract or proposed contract with LAA and fails to declare the nature of their interest as required by the Act; or

(g) is removed at a General Meeting in accordance with the Act.

15.3 Board may act

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

15.4 Vote of no confidence

(a) A State & Territory Member may move a motion of no confidence, in relation to:

(i) one or more Directors; or

(ii) the Board as a whole; or

(iii) a decision or action of the Board,

by ordinary resolution at a General Meeting in accordance with this **clause 15.4.**

(b) A motion of no confidence referred to in **clause 15.4** must be:

(i) in writing;

(ii) notified to LAA; and

(iii) circulated to each State & Territory Member through the CEO.

(c) The Director(s) or the Board who are the subject of a motion of no confidence referred to in **clause 15.4(a)** may:

(i) provide a response in writing to the State & Territory Members through the CEO prior to the relevant General Meeting; and

(ii) speak to the motion at the relevant General Meeting.

(d) Where a vote of no confidence has been passed, a State & Territory Member may also move a motion to remove a Director(s) in accordance with **clause 15.2(g)** and the Act.

16. POWERS AND DUTIES OF DIRECTORS

16.1 Directors to manage LAA

The Directors are to manage LAA's business and may exercise those of LAA's powers that are not required, by the Act or by this Constitution, to be exercised by LAA in General Meeting.

16.2 Specific powers of Directors

Without limiting **clause 16.1**, the Directors may exercise all LAA's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of LAA or of any other person.

16.3 Time, etc.

Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may in their absolute discretion extend that time, period or date as they think fit.

16.4 Delegation of powers

(a) The Directors may, by resolution or by power of attorney or writing under seal, delegate any of their powers to the CEO or any employee of LAA or any other person as they think fit.

(b) Any delegation by the Directors of their powers:

(i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;

(ii) may be either general or limited in any way provided in the terms of the delegation;

(iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and

(iv) may include the power to delegate.

(c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.

(d) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.

16.5 Governance documents

The Board must:

(a) adopt a:

(i) code of conduct for Directors; and

(ii) governance policy or charter for Directors; and

(b) periodically review these documents in light of the general principles of good corporate governance.

17. PROCEEDINGS AT DIRECTORS MEETINGS

17.1 Directors meetings

(a) Subject to **clause 17.1(b)**, the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.

(b) The Directors must meet at least five times in each calendar year.

17.2 Questions decided by majority

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present in person and entitled to vote. Each Director present has 1 vote on a matter arising for decision by Directors.

17.3 Chair's casting vote

The Chair of the meeting will not have a casting vote.

17.4 Quorum

A majority of the Directors in office from time to time constitutes a quorum at a Directors' meeting.

17.5 Convening meetings

(a) A Director may, and the CEO on the request of a Director must, convene a Directors' meeting.

(b) Notice of a meeting of Directors must be given individually to each Director (except a Director on leave of absence approved by the Directors). Notice of a meeting of Directors may be given in person, or by post or by telephone, facsimile or other electronic means.

(c) A Director may waive notice of a meeting of Directors by giving notice to that effect to LAA in person or by post or by telephone, facsimile or other electronic means.

(d) A person who attends a meeting of Directors waives any objection that person may have in relation to a failure to give notice of the meeting.

(e) The non-receipt of a notice of a meeting of the Directors or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at that meeting of Directors.

17.6 President to Chair

(a) The President is entitled to preside as Chair at Directors meetings.

(b) Despite **clause 17.6(a)**, if:

(i) there is no person elected as President; or

(ii) the President is not present within 15 minutes after the time appointed for the holding of the meeting; or

(iii) the President is unwilling to act,

the following persons shall preside as Chair of the meeting (in order of entitlement):

(a) Vice President; or

(b) a Director elected by a majority of the Directors present.

17.7 Circulating resolutions

(a) A resolution may be considered without a Directors meeting being held provided the resolution is sent to all Directors prior to the resolution being voted upon.

(b) The Directors may pass a resolution without a Directors' meeting being held if the required majority of the Directors who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

(c) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. A facsimile transmission or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of **clause 17.7(b)** and is taken to be signed when received by LAA in legible form.

(d) The resolution is passed when the last Director required to achieve the required majority signs.

17.8 Validity of acts of Directors

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

17.9 Directors' interests

(a) A Director shall declare to the Board any material personal interest or related party transaction, as defined by the Act, as soon as practicable after that Director becomes aware of their interest in the matter.

(b) Where a Director declares a material personal interest or in the event of a related party transaction, that Director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the Directors.

(c) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.

(d) The CEO shall maintain a register of declared interests.

17.10 Minutes

(a) The Directors must cause minutes of meetings to be made and kept according to the Act.

(b) Within 14 days of each Directors meeting the President or the CEO will provide to the Members a copy of the minutes of Directors meetings, provided that the President may redact matters deemed to be confidential or commercially sensitive at their absolute discretion.

18. TELECOMMUNICATION MEETINGS OF LAA

18.1 Telecommunication meeting

(a) A General Meeting or a Directors' meeting may be held by means of a telecommunication meeting, provided that:

(i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' meeting (as applicable); and

(ii) the meeting is convened and held in accordance with the Act.

(b) All provisions of this Constitution relating to a meeting apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this **clause 18**.

18.2 Conduct of telecommunication meeting

The following provisions apply to a telecommunication meeting of LAA:

(a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;

(b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement

of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;

(c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;

(d) a person may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;

(e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that person has previously notified the Chair of leaving the meeting; and

(f) a minute of proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

19. CEO

19.1 Appointment of CEO

The Directors shall appoint a CEO.

19.2 Powers, duties and authorities of CEO

(a) The CEO holds office on the terms and conditions (including any remuneration) and with the powers, duties and authorities, delegated by the Board.

(b) The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the control of the Board.

19.3 Suspension and removal of CEO

Subject to the terms and conditions of the appointment, the Board may suspend or remove the CEO from that office.

19.4 Delegation by Board to CEO

The Board may delegate to the CEO the power (subject to such reservations on the power as are decided by the Board) to conduct the day-to-day management and control of the business and affairs of LAA. The delegation will include the power and responsibility to:

(a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Board and to implement them to the extent approved by the Board;

(b) manage the financial and other reporting mechanisms of LAA;

(c) approve and incur expenditure subject to specified expenditure limits;

(d) sub-delegate his or her powers and responsibilities to employees or internal management committees of LAA; and

(e) any other powers and responsibilities which the Board considers appropriate to delegate to the CEO.

19.5 CEO to attend meetings

The CEO is entitled, subject to a determination otherwise by the Board, to attend all meetings of LAA, the Board and any Committees and may speak on any matter.

20. COMPANY SECRETARY

20.1 Appointment of Company Secretary

There must be at least one Company Secretary who is to be appointed by the Board.

20.2 Suspension and removal of Company Secretary

The Directors may suspend or remove a Company Secretary from that office.

20.3 Powers, duties and authorities of Company Secretary

A Company Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.

21. COMMITTEES

21.1 Committees

The Board may, by written instrument, delegate any of their powers to Committees consisting of such persons they think fit (including individuals and consultants), and may vary or revoke any delegation.

21.2 Powers delegated to Committees

(a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Board. A Committee is responsible to and reports to the Board.

(b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Board.

21.3 Committee meetings

Committee meetings are governed by the provisions of this Constitution dealing with Board meetings, as far as they are capable of application.

22. REGULATIONS

22.1 Making and amending Regulations

(a) The Board may from time to time make Regulations which in their opinion are necessary or desirable for the administration and management of LAA's affairs and Little Athletics and may amend, repeal and replace those Regulations.

(b) Interpretation of the Regulations is solely the responsibility of the Board.

(c) LAA may by Special Resolution in General Meeting amend, repeal or replace any Regulations or competition and participation rules made by the Board without affecting the validity of acts or decisions made by the Board or anyone authorised to act pursuant to those Regulations or competition and participation rules.

22.2 Effect of Regulations

A Regulation:

(a) is subject to this Constitution;

(b) must be consistent with this Constitution;

(c) when in force, is binding on all Members and has the same effect as a provision in this Constitution; and

(d) may be overruled if a Special Resolution to that effect is passed by the State & Territory Members at a General Meeting.

23. INSPECTION OF RECORDS

A Member does not have the right to inspect any document of LAA (including registers kept by LAA) except as required by law, including the Act.

24. ACCOUNTS

24.1 Records Kept in Accordance with Act

The Directors will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Act.

24.2 Auditor

A properly qualified auditor or auditors shall be appointed by the Board and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act.

25. SERVICE OF DOCUMENTS

25.1 Document includes notice

In this **clause 25**, document includes a notice.

25.2 Methods of service on a Member or Director

LAA may give a document to a Member or Director:

(a) personally;

(b) by sending it by post to the address for the Member in the register of Members or an alternative address nominated by the Member, or in the case of a Director an address nominated by the Director; or

(c) by sending it to a fax number or electronic address nominated by the Member or Director.

25.3 Methods of service on LAA

A Member may give a document to LAA:

(a) by delivering it to LAA's registered office;

(b) by sending it by post to LAA's registered office; or

(c) by sending it to a fax number or electronic address nominated by LAA.

25.4 Post

A document sent by post:

(a) if sent to an address in Australia, may be sent by ordinary post; and

(b) if sent to an address outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the third business day after the date of its posting.

25.5 Electronic transmission

If a document is sent by any form of electronic transmission, delivery of the document is taken to:

(a) be effected by properly addressing and transmitting the electronic transmission; and

(b) have been delivered on the business day following its transmission.

26. INDEMNITY

26.1 Indemnity of officers

Every person who is or has been:

(a) a Director;

(b) CEO; or

(c) Company Secretary,

is entitled to be indemnified out of the property of LAA against:

(d) every liability incurred by the person in that capacity (except a liability for legal costs); and

(e) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity, unless:

(i) LAA is forbidden by statute to indemnify the person against the liability or legal costs; or

(ii) an indemnity by LAA of the person against the liability or legal costs would, if given, be made void by statute.

26.2 Insurance

LAA may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director, Company Secretary or CEO against liability incurred by the person in that capacity, including a liability for legal costs, unless:

(a) LAA is forbidden by statute to pay or agree to pay the premium; or

(b) the contract would, if LAA paid the premium, be made void by statute.

26.3 Deed

LAA may enter into a deed with any indemnified officer (under this **clause 26**) or a deed poll to give effect to the rights conferred by **clause 26.1** on the terms the Directors think fit (as long as they are consistent with **clause 26.1**).

27. WINDING UP

27.1 Contributions of Members on winding up

(a) Each State & Territory Member must contribute to LAA's property if LAA is wound up while they are a Member or within one year after their membership ceases.

(b) The contribution is for:

(i) payment of LAA's debts and liabilities contracted before their membership ceased;

(ii) the costs of winding up; and

(iii) adjustment of the rights of the contributories among themselves,

and the amount is not to exceed $1.00.

(c) No other Member must contribute to LAA's property if LAA is wound up.

27.2 Excess property on winding up

(a) If on the winding up or dissolution of LAA, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:

(i) having objects similar to those of LAA; and

(ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.

(b) That body is, or those bodies are, to be determined by the State & Territory Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.