

# AUSTRALIAN MASTERS ATHLETICS INC.

## CONSTITUTION

Amended:

28<sup>th</sup> September 2020

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### PART-I: PRELIMINARY

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#### 1 NAME, QUALIFICATIONS AND DEFINITIONS

- (i) The name of the association of which this is the Constitution shall be "Australian Masters Athletics Inc." (AMA).
- (ii) This Constitution must be consistent with the Constitution of World Masters Athletics (WMA).
- (iii) AMA is a not-for-profit organisation that is neutral regarding politics, religion, ethnicity and gender.
- (iv) AMA is registered in the Australian Capital Territory under *the Associations Incorporation Act (1991)* and is subject to the requirements of that Act.
- (v) AMA is the Australian governing body for the sport of masters athletics and operates in coordination with Oceania Masters Athletics (OMA) and WMA.
- (vi) By-Laws made under this Constitution are not part of this Constitution but provide further detail or expand on elements of the Constitution or address matters not specifically dealt with in the Constitution.
- (vii) Rules and Formal Policies made by Board in undertaking its responsibilities in implementing the Objects of the Association are not part of this Constitution.
- (viii) In this Constitution and in any By-Laws made under it, the definitions set out below have the meanings given in this clause, except where a different meaning is clearly intended:

<b>AA</b>	means Athletics Australia Limited – the peak body governing Athletics in Australia.
<b>Absolute majority</b>	means a decision based on greater than half of the valid votes cast.
<b>Act</b>	means the Australian Capital Territory <i>Associations Incorporation Act (1991)</i> .
<b>AGM</b>	means the Annual General Meeting of the Association.
<b>AMA</b>	means Australian Masters Athletics Inc.
<b>Association</b>	means Australian Masters Athletics Inc.
<b>Board</b>	means the Association's Board of Management.
<b>Constitution</b>	means the Constitution of Australian Masters Athletics Inc. in force from time to time.
<b>Council</b>	means the delegates of AMA Members meeting in any General Meeting.
<b>Executive</b>	means the Executive Committee consisting of the President, Vice President, Secretary and Treasurer.
<b>Financial year</b>	means the period from 1 July until on 30 June in the ensuing year.
<b>General Meeting</b>	means the Annual General Meeting or a Special General Meeting.
<b>Mature-age</b>	means men and women age 30 and over.
<b>Members</b>	means the State and Territory clubs and associations for, or

	incorporating mature-age athletes that have joined the Association.
<b>Month</b>	means 30 days.
<b>Notice</b>	means notice by electronic mail, facsimile, telegram or any other means of written communication.
<b>OMA</b>	means Oceania Masters Athletics - the body governing masters athletics in the Oceania region.
<b>Public Officer</b>	means as defined in Section 57 of the Act.
<b>Regulations</b>	means the Associations Incorporation Regulations.
<b>Sport Integrity</b>	
<b>Australia</b>	combines the functions of the Australian Sports Anti-Doping Authority, the National Integrity of Sport Unit and the nationally focused integrity functions of Sport Australia.
<b>Special Resolution</b>	means as defined in Section 70 of the Act.
<b>World Athletics</b>	means the peak body governing world athletics.
<b>WADA</b>	means World Anti-Doping Agency.
<b>WMA</b>	means World Masters Athletics - the peak body governing masters athletics world-wide.

- (ix) Except so far as the contrary appears in this Constitution:
- a reference to a function includes a reference to a power, authority and duty;
  - a reference to the exercise of a function includes where the function is a power authority or duty, a reference to the exercise of power or authority or the performance of the duty; and
  - the provisions of the Legislation Act (2001) apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under this Act.

## 2 OBJECTS

The objects of the Association are as follows.

- (i) To organise, encourage, promote and regulate athletics for mature-age Australians.
- (ii) To oversee and communicate technical aspects of mature-age athletics in Australia.
- (iii) To foster a supportive and non-discriminatory environment for athletes, officials, support staff and administrators involved in masters athletics throughout the Australia, regardless of age, gender, sexual preference, race, religious, political or other orientation or ability.
- (iv) To sanction or ensure the conduct of annual championships for the member athletes of AMA Members.
- (v) To be an active member of OMA and WMA.
- (vi) To link with other athletics organisations, and affiliate with the peak athletics body in Australia.
- (vii) To encourage athletes of the Members to compete at National, Oceania and WMA masters athletics championships, and at such other athletics meetings as may be conducted from time to time.
- (viii) To implement WADA/World Athletics anti-doping regulations as they are deemed to apply to masters athletics.
- (ix) To establish standards of conduct expected of Office Bearers, masters athletes,

officials, support staff and administrators and disciplinary procedures for breaches of these standards.

- (x) To ratify and maintain Australian Masters Athletics records and best performances.
- (xi) To safeguard, act in the interests of, and maintain the reputation and integrity of masters athletics in the context of athletics and sport more generally.

## **PART-II: MEMBERSHIP**

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### **3 QUALIFICATIONS for MEMBERSHIP**

- (i) One properly constituted State-wide or Territory-wide club or association per State or Territory, representing or incorporating mature-age athletes is eligible for membership of the Association.
- (ii) An application from such an organisation to join the Association must be accompanied by a copy of its Constitution, a list of its officers, evidence of its financial circumstances, and any other evidence of its viability requested by the Association.
- (iii) The Board of Management shall, on the evidence provided, recommend to the Council at an AGM whether to accept the applicant organisation as a Member (see also clauses 7 (vii) and 7 (viii)).

### **4 CURRENT MEMBERSHIP**

- (i) The current Members of the Association are:
  - Queensland Masters Athletics Association Inc.
  - New South Wales Masters Athletics Inc.
  - ACT Masters Athletics Club Inc.
  - Victorian Masters Athletics Inc.
  - Tasmanian Masters Athletics Inc.
  - South Australian Masters Athletics Inc.
  - Masters Athletics WA Inc.
  - Northern Territory Athletics Inc. (trading as Athletics Northern Territory)

### **5 MEMBERSHIP FEES**

- (i) Every Member shall pay the Association agreed annual affiliation fees.
- (ii) The amount of the affiliation fee, its method of determination, and the method of its payment shall be recommended by the Board for approval by the Council at the AGM.

### **6 TERMINATION of MEMBERSHIP**

- (i) A Member may resign from the Association by giving six months notice in writing.
- (ii) The Board may recommend termination of membership through a resolution to a General Meeting if it is of the opinion that a Member:
  - (a) has persistently refused or neglected to comply with the provisions of this Constitution;  
or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests or reputation

of the Association.

- (iii) Where the Board recommends termination of membership, the Secretary shall as soon as practicable cause a notice in writing to be served on the Member:
  - (a) setting out the resolution to the General Meeting and the grounds on which it was based;
  - (b) stating that the Member's delegates may address the Council at a General Meeting to be held not earlier than one month and not later than two months after serving of the notice;
  - (c) stating the date, place and time of the General Meeting; and
  - (d) informing the Member that their delegates may do either or both the following:
    - attend and speak at that meeting; and
    - submit through the Secretary to the meeting at or prior to the date of the meeting written representations relating to the resolution.
- (iv) Subject to Section 50 of the Act, the Council at a General Meeting of the Association mentioned in Clause 6 (iii), shall:
  - (a) give to the Member mentioned in clause 6 (ii) an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the General Meeting by that Member at or prior to the meeting; and
  - (c) decide by not less than a two-thirds majority vote the resolution as recommended by the Board.

## **7 RIGHTS OF APPEAL**

- (i) Where the Council has voted on termination of membership under clause 6 (iv) (c), the Secretary shall within 14 days after the passing of the resolution, by notice in writing inform the Member of the passing of that resolution and the Member's right of appeal.
- (ii) A resolution passed by the Council under clause 6 (iv) (c) does not take effect until:
  - (a) the expiration of the period within which a member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; or
  - (b) where within that period the Member exercises the right of appeal, unless or until the Council confirms the resolution in accordance with clause 7 (vi).
- (iii) A Member may appeal against the resolution of the Council passed under clause 6 (iv) (c) within one month after the notice of resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (iv) Upon receipt of notice under clause 7 (iii) the Secretary shall convene another General Meeting of the Council to be held within two months after the date on which the Secretary received notice, or as soon as possible after that date.
- (v) Subject to Section 50 of the Act, and clause 17 (iii) of this Constitution, at a General Meeting of the Association convened under clause 7 (iv):
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the delegates of the Member in question shall be given the opportunity to make representations in relation to the appeal orally or in writing or both; and
  - (c) the Council shall vote by secret ballot on the question of whether the resolution made under clause 6 (iv) (c) is confirmed.
- (vi) If the Council passes a special resolution by a three-quarters majority in favour of

confirming the resolution made under clause 6 (iv) (c), that resolution is confirmed.

- (vii) Applicant organisations whose case for acceptance of membership of the Association is rejected also have the right of appeal to the Council at a General Meeting.
- (viii) The same appeal process as outlined in clauses 7 (i-vi) for termination of membership shall apply in the case of rejection for membership of the Association, except that the process will be in relation to confirmation of the resolution to reject membership of the Association.

## **8 MEMBERS' OBLIGATIONS**

- (i) A Member is obliged to advise the Association's Secretary of any change to its name, its Constitution, or its competition uniform.
- (ii) A Member shall forward copies of its annual report and financial statement to the Association's Secretary promptly after their adoption.
- (iii) Members shall report annually and in a timely manner on their progress and performance against agreed actions of AMA's Strategic Plan.
- (iv) Members shall promptly pay affiliation fees as agreed under clause 5 (ii) of this Constitution.

## **9 MEMBERS' LIABILITY and WINDING UP**

- (i) The liability of a Member to contribute towards the payment of debts and liabilities of the Association, or the costs, charges and expenses in winding up the Association is limited to the amount, if any, unpaid by the Member in respect to membership of the Association as required by clause 5.
- (ii) In the event of the Association being wound up, any assets remaining shall be transferred to those Members of the Association that have been a Member during the preceding 12 months in equal shares, or if agreed, to an organisation having similar Objects to those of the Association.

## **PART-III: THE BOARD OF MANAGEMENT**

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### **10 OFFICE BEARERS**

- (i) Between the Annual General Meetings of the Council its affairs shall be conducted by a Board of Management.
- (ii) The Board shall consist of:
  - (a) the office-bearers of the Association with the exception of the Patron and the Public Officer;
  - (b) an Athletics Australia Representative (who shall not be entitled to vote); and
  - (c) four Board members.
- (iii) The office-bearers of the Association are the:
  - (a) Patron;
  - (b) President;
  - (c) Secretary;
  - (d) Treasurer;
  - (e) Vice-President; and
  - (f) Public Officer.

- (iv) The Board, through the President, Secretary and Treasurer, shall report annually to Council at the AGM on the conduct and management of the Association's activities, including financial activities, for the preceding year.

## **11 POWERS**

In furtherance of the Objects of the Association, the powers of the Association as vested in the Board are:

- (i) To act in the interests of masters athletics consistent with this Constitution and develop strategic directions for AMA.
- (ii) To schedule, promote and manage athletics championships and other athletics meetings and such events as may be considered desirable for mature-age athletes.
- (iii) to represent AMA's interests to AA, OMA, WMA and other external organisations.
- (iv) To select, appoint, finance and manage individuals and teams of athletes and other persons to represent the Association at such meetings.
- (v) To recommend the acquisition by purchase, lease, exchange, gift or donation property of any kind, that, in the opinion of the Board, may be necessary or useful for the purposes of the Association, and to dispose of such property.
- (vi) To employ, delegate or co-opt such persons and/or pay for specific services as may be required to carry out the Objects of the Association.
- (vii) To recommend the annual affiliation fees and any other levies necessary for the conduct of the Association.
- (viii) To invest and deal with the funds of the Association in such a manner as is thought fit in the interests of the Association.
- (ix) To make By-Laws, Rules and Formal Policies for the conduct and administration of mature-age athletics consistent with this Constitution, subject to the Act and any resolution by Council at a General Meeting.
- (x) To take or ensure disciplinary or legal actions in relation to alleged offences by breaches of standards of conduct by Board members, masters athletes, coaches, officials, and administrators.

## **12 BOARD MEETINGS AND QUORUM**

- (i) The Board shall meet in person at least twice a year.
- (ii) Some of the Board's business or meetings, particularly where critical timeframes are involved, may be conducted through electronic means, and in such cases the President in consultation with the Secretary will coordinate the responses to the issues under consideration.
- (iii) Meetings of the Board will be called on at least 14 days notice.
- (iv) A special meeting of the Board shall be convened by the Secretary on the requisition in writing of not less than one-third of Board members.
- (v) The quorum for a meeting of the Board is more than half of the members, of whom at least two must be members of the Executive.
- (vi) If within one half-hour of the time notified for a meeting it appears that it will not be possible to achieve a quorum of members, the meeting shall be dissolved.
- (vii) The President presides at all meetings of the Board and the Executive. In the President's absence the Vice-President shall take the chair. If both are absent from a meeting of the

Board, those present shall elect a chair for that meeting.

- (viii) The Chair may exercise a casting vote in addition to a personal vote.
- (ix) The ordinary rules of debate at general meetings of members of a company shall apply. If the Chair requires, any motion or amendment must be provided in writing.
- (x) A matter requiring decision at a meeting of the Association shall be determined by voice or a show of hands unless a count or a secret ballot is requested.
- (xi) A meeting may be adjourned by the Chair from time to time and from place to place with the agreement of a majority of the meeting present. No business shall be transacted at an adjourned meeting other than the unfinished business of the meeting at which the adjournment took place.
- (xii) The Board or the Executive Committee may appoint such sub-committees as are required for particular tasks and may appoint or co-opt individuals to provide needed advice. All such appointments shall terminate at the next Annual General Meeting but may be renewed if the need continues.

### **13 EXECUTIVE COMMITTEE**

- (i) Between meetings of the Board the affairs of the Association may be conducted by the Executive Committee, exercising the powers vested in the Association by this Constitution.
- (ii) The Executive shall meet or confer as often as necessary for the good management of the Association. This shall constitute an Executive meeting if a quorum is achieved.
- (iii) The quorum for a meeting of the Executive is three.
- (iv) The Executive shall report its deliberations, actions and decisions to the Board within 14 days.

### **14 NOMINATION FOR OFFICE BEARER and MEMBERSHIP of the BOARD**

- (i) Any financial member of a Member club or association is eligible for nomination for election to the Board, subject to clauses 15 and 20.
- (ii) Nominations for the offices of President, Vice-President, Secretary, Treasurer and Board members shall be submitted by member associations and shall be in the hands of the Secretary not less than five weeks before the date of the Annual General Meeting. The Secretary shall send details of the nominations to each Member not less than four weeks before the AGM of the Council. Such details to include the name(s) of the Member(s) nominating each candidate for the election of office bearers and Board members.
- (iii) If there is no nomination for any elected position the Chair of the meeting shall call for nominations from the floor, and such nominations shall be voted upon by the meeting to fill the relevant vacancy.
- (iv) The Council may at its discretion elect a Patron at the AGM.
- (v) The position of Public Officer shall be agreed at the AGM or the first Board meeting after the AGM.
- (vi) In the event of a vacancy of an office bearer of the Board, the Board may subject to this Constitution fill the vacancy from the members of the Board.
- (vii) In the event of a vacancy of a non-office bearer on the Board, the Board may fill the vacancy.

## 15. TERM OF OFFICE

- (i) The election of Officers shall be staged, with the Vice President, Secretary and two Board members being elected at one AGM, with the President, Treasurer and two Board members being elected at the following AGM.
- (ii) Each elected Board member shall, subject to this Constitution, hold office for two years.
- (iii) No person may serve more than a total of 8 years in the position of President, Vice President, Secretary or Treasurer.
- (iv) No person may serve more than a total of 16 years in any capacity on the Board nor is any person eligible to be appointed or elected to the Board if on completion of the term that person would have served a total of more than 16 years on Board.
- (v) A single partial term which was served, or which is to be served to fill a vacancy on Council shall not be taken into account for the purposes of clause 15 (iii).
- (vi) For the purposes of clauses 15 (iii) and 15 (iv) all terms served on Council shall be deemed to commence on and include July 1 and to end on and include June 30, regardless of the day or month on which they actually commence or end.
- (vii) Terms spent on previous AMA Boards shall be taken into account in determining eligibility under clauses 15 (iii), and 15 (iv).

## 16 RESPONSIBILITIES OF BOARD MEMBERS

- (i) All members of the Board should attend all Executive (where relevant), Board and Council meetings.
- (ii) Elected or appointed Board members shall:
  - (a) exercise care and diligence in undertaking their AMA duties and responsibilities;
  - (b) act in good faith in the interest of AMA and all its Members, and shall put AMA's interests ahead of their own interest, or the interest of their Member;
  - (c) retain discretion and not disclose confidential information; and
  - (d) avoid conflicts of interest or act for an improper purpose.
- (iii) Where a member of the Board produces a document or publication on behalf of AMA, that document or publication shall become the intellectual property of AMA and can be used by AMA in whatever way it sees fit.

## 17 DUTIES of OFFICE BEARERS

- (i) The **President** is the chief executive officer of the Association, and as such has primary responsibility to set AMA's priorities and to guide its business and activities, subject to Board and Council approval. The President may instruct the Secretary to call meetings of the Council, Board of Management, and the Executive Committee as and when necessary subject to clauses 6 (iii) and 7 (i) of this Constitution and set Council and Board meeting agendas. The President is entitled to chair all meetings of the Association at which they are present. The President shall speak on behalf of AMA in any forum or to the media or may assign these duties to another member of the Board where appropriate. The President shall also be the AMA representative to any external organisation committee, where AMA representation is required, or may assign these duties to another member of the Board.
- (ii) The **Secretary** is the officer most directly responsible for the day-to-day workings of the Association. The Secretary shall convene meetings at the direction of the President, the



Board, the Executive, or the Members of the Association in accordance with this Constitution; record accurately, as minutes, the proceedings of all such meetings (Annual General, Special General, Board and Executive); and perform such other tasks as the Council, the Board, or the Executive may require. The Secretary shall submit to the Council at the AGM a report of the Association's activities for the preceding year.

- (iii) The **Treasurer** shall collect all moneys due to the Association and pay all accounts owed by it. The Treasurer shall keep and maintain true records and accounts of the Association's financial affairs - moneys received and expended, the matters in respect of which such transactions have taken place, and the assets and liabilities of the Association. The Treasurer shall provide at least quarterly updates of financial statements to the Board and shall submit in timely manner to the Council at the AGM an audited balance sheet and statement of income and expenditure for the preceding financial year, and a Budget at the following Board for the ensuing financial year.
- (iv) The role of the **Vice President** is to deputise for the President in their absence, in particular the chairing of meetings. The position will carry other responsibilities or duties as agreed or delegated by the Board.
- (v) The **Athletics Australia Representative** shall be appointed by Athletics Australia (AA). The AA Representative's key responsibility is liaison between AMA and AA, in particular to ensure that the AA's interests are adequately represented to AMA and that AMA's specific interests are adequately represented to AA. The AA Representative's responsibilities shall also include promoting effective co-operation and timely exchange of information between AA and AMA, including important AA developments that affect AMA or masters athletics.
- (vi) In accordance with the *Associations Incorporation Act (1991)*, the Association shall appoint a **Public Officer** who must be resident in the Australian Capital Territory, and who shall:
  - a) keep a register of the members of the Board of Management, including their addresses and dates of election; record changes in membership of the Board; and make the register available for inspection at any reasonable time;
  - b) keep a register of all Association Members and make it available for inspection by any Member of the Association; and
  - c) notify the Registrar-General's Office of any change in the name, objects, or rules of the Association within one month of the General Meeting of the Association at which such changes are approved.
- (vii) The Patron shall be a person of high standing in the community who has links to, or an interest in mature- age athletics or mature-age sport. The position is an honorary one, and while the Patron has no formal role they may informally represent or provide influential support for the Association, its interests and those of its Members and their athletes. The Patron does not have to be a financial member of a Member club or association.

## 18 STANDARDS OF CONDUCT

- (i) All AMA Board members as well as Member's masters athletes, coaches, officials, support staff and administrators, shall abide by the World Athletics Code of Ethics.
- (ii) No AMA Board member or Member delegates to the AGM shall:
  - (a) improperly exercise powers conferred upon them, or
  - (b) fail to carry out duties properly delegated to them, or
  - (c) act contrary to the Objects, or
  - (d) display conduct prejudicial to the good name of AMA or the sport of masters athletics,

or

- (e) promote, organise, conduct or advertise any masters athletic competition not sanctioned by AMA that is in direct competition with an AMA event, or
- (f) breach the World Athletics Code of Ethics.

## **19 VACANCIES of BOARD MEMBERS**

- (i) For the purposes of this Constitution a vacancy on the Board occurs if the member:
  - (a) dies;
  - (b) ceases to be a financial member of a Member association or club;
  - (c) resigns from office;
  - (d) is removed from office pursuant to clause 20 (i);
  - (g) is disqualified from office under subsection 63 of the Act; or is absent without consent of the Board from two meetings of the Board during their elected term.

## **20 BREACHES OF STANDARD OF CONDUCT and REMOVAL OF BOARD MEMBERS**

- (i) The Council at a General Meeting may by resolution in relation to clause 18, and subject to Section 50 of the Act, remove any member of the Board from the Board before the expiration of the member's term of office.
- (ii) The By-Laws (by-laws 44-58 and 68-70) provide procedures, adjudication processes and sanctions to deal with allegations of breaches of the standard of conduct established under clauses 18 and 20 (i) of this Constitution and in any By-laws, Rules and Formal Policies.
- (iii) A person or persons accused of a breach of such standard of conduct shall not be a member of Council or any Committee considering the case.
- (iv) Any Board member removed from office under clause 20 (i) shall not be eligible for nomination for election to the Board or a delegate to Council until their sanctions have expired.

## **PART-IV: GENERAL MEETINGS**

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### **21 ANNUAL GENERAL MEETING**

- (i) The management and control of the Association is, in the first instance, exercised by the Council at an Annual General Meeting.
- (ii) The AGM of the Association shall be held within four months of the end of the financial year.
- (iii) The business of the AGM, in order, taking precedence over all other business, shall be:
  - (a) To confirm the minutes of the previous Annual General Meeting.
  - (b) To deal with any business arising out of the minutes.
  - (c) To receive and review the annual report and the audited financial statement.
  - (d) To receive, consider and accept/reject the rules and by-laws made by the Board since the date of the preceding Annual General Meeting.
  - (e) To elect Office Bearers, Board members and any other positions as provided for in this Constitution.
  - (f) Other general business, such as the approval of affiliation fees, notices of motion etc.

## **22 SPECIAL GENERAL MEETING**

- (i) A Special General Meeting of the Council shall be convened by the Secretary on the requisition of not fewer than three Members of the Association.
- (ii) A Special General Meeting may also be convened by the Secretary under clauses 6 (iii), 7 (iv) and 20 (i) of this Constitution.
- (iii) The business of a Special General Meeting shall be in the first instance deal with the issues for which the meeting was called.

## **23 MEETING PROCEDURE**

- (i) Subject to clause 7 (iv), the Secretary shall send by mail or facsimile or otherwise deliver notice of General Meetings, not less than six weeks prior to the date of the meeting. In the case of a Special General Meeting, the notice shall be sent within fourteen days of the Secretary receiving the Members' requisition.
- (ii) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (iii) The quorum for any General Meeting of the Association is delegate representation from at least five Members, and a quorum of the Board.
- (iv) If within one half-hour of the time notified for a meeting it appears that it will not be possible to achieve a quorum, the meeting shall be dissolved.
- (v) The President presides at meetings of the Association. In the absence of the President the Vice President shall take the chair. If both are absent from a meeting of the Association, those present shall elect a chair for that meeting.
- (vi) The ordinary rules of debate at general meetings of members of a company shall apply. If the Chair requires, any motion or amendment must be provided in writing.
- (vii) A meeting may be adjourned by the Chair from time to time and from place to place with the agreement of a majority of the meeting present. No business shall be transacted at an adjourned meeting other than the unfinished business of the meeting at which the adjournment took place.

## **24 VOTING**

- (i) Those entitled to vote at General Meetings of the Council are two delegates nominated by each Member club or association.
- (ii) Where only one delegate from a Member club or association attends a General Meeting, they may exercise two votes.
- (iii) The Chair of a General Meeting will be able to make a casting vote if required.
- (iv) The Board shall be entitled to participate in but not vote at General Meetings of the Council, except where they vote as delegates of a Member club or association or chair the meeting.
- (v) Subject to clauses 6 (iv) (c), 7 (vi), 7 (viii), 25 (i) and 33 (v), general business decisions of the Council shall be determined by an absolute majority through voice or a show of hands unless a count or a secret ballot is requested.

## **25 ELECTION of OFFICE BEARERS and BOARD MEMBERS**

- (i) The Chair of the meeting before the commencement of the election of office bearers and Board members shall inform the meeting of the name(s) of the Member(s) nominating each candidate for the election of office bearers and Board members.
- (ii) The ballot for the election of office bearers and Board members shall be secret.
- (iii) The election for each position shall be decided by an absolute majority.
- (iv) The Council shall appoint two tellers to count the votes during the course of the meeting.
- (v) Where an absolute majority is not obtained for any one candidate, the candidate with the lowest vote shall be eliminated and a further ballot will take place for the remaining candidates.
- (vi) In the event of a tied vote the Chair of the meeting shall exercise a casting vote.

## **PART-V: MISCELLANEOUS**

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### **26 AUDITOR and AUDIT**

- (i) At the end of each financial year the accounts of the Association shall in accordance with Section 74 of the Act, be examined by an independent auditor appointed by the Council at the AGM.
- (ii) The Auditor shall make a report to the Council upon the accounts to be submitted at the AGM, and in such report shall state whether in the Auditor's opinion they are properly drawn up so as to exhibit a true and fair view of the Association's financial affairs.

### **27 FUNDS**

- (i) The funds of the Association shall be derived from affiliation fees, donations, or other sources.
- (ii) Funds received by the Association shall be deposited as soon as practicable in a bank account in the name of the Association.
- (iii) All cheques and other negotiable instruments issued by the Association shall be signed or executed as the case may be by two members of the Executive or by any other authorised signatory as the Board determines from time to time.

### **28 INDEMNITY**

- (i) Every office-bearer, member of the Board, the Auditor, any sub-committees or officers of the Association for the time being shall be indemnified by the Association's insurance cover, and failing that out of the assets of the Association, against any liability arising out of the execution of the approved duties of their office.

### **29 BOOKS for INSPECTION**

- (i) Subject to the Act, the Regulations and the Constitution, the Secretary or other appointed officer shall keep in their control the books, all records and other documents of the Association.

- (ii) The books, records and other documents of the Association shall be open to inspection free of charge by Members at any reasonable time and the giving of reasonable notice.

### **30 COMMON SEAL**

- (i) The Common Seal of the Association shall be in the form of a stamp bearing the name of the Association encircling the words "Common Seal".
- (ii) The affixing of the Common Seal to any instrument shall be only with the authority of the Board or the Executive, and such use shall be attested by the signatures of two members of the Executive.

### **31. BY-LAWS, RULES AND FORMAL POLICIES**

- (i) By-Laws, Rules and Formal Policies developed under this Constitution shall be subordinate to and not part of this Constitution.
- (ii) Amendments to By-Laws and Rules shall be effective when approved by a Council at a General Meeting.
- (iii) Formal Policies may be developed by Board and shall be endorsed by Council.

### **32 INTERPRETATION**

- (i) If any question arises as to the meaning of any provisions in this Constitution, the By-Laws, Rules or formal Policies, the Council on the advice of the Board shall rule on the matter. Its decision shall be final.
- (ii) If there is any conflict between the Constitution and the By-Laws created under the Constitution, the Constitution shall prevail.

### **33 AMENDMENT of the CONSTITUTION**

- (i) Amendments to the Constitution can only be passed by way of a Special Resolution under Section 70 of the Act.
- (ii) Proposed amendments of the Constitution in the form of a Special Resolution must be submitted in writing to the Secretary not less than two months before the date of the Annual General Meeting.
- (iii) Proposed amendments of the Constitution in the form of a Special Resolution shall only be submitted by Members and the Board.
- (iv) The Secretary shall send details of the proposed amendments to each Member not less than eight weeks before the date of the AGM.
- (v) This Constitution may be amended by not less than three quarters of the Council at the AGM of the Association for which notice of the proposed amendments has been given.