



**CONSTITUTION
OF
KINGSWAY LITTLE ATHLETICS
CENTRE INC.**

Version Control

Version	Date	Revised by	Comments
1.0	3 June 2019	KLAC Committee	Replaces 2013 Constitution and approved at Special General Meeting held on 26 th June 2019. Approved by Department of Mines, Industry Regulation and Safety – Consumer Protection and in effect as of 30 th August 2019.

Contents

1. Name.....	4
2. Definitions.....	4
3. Financial Year	5
4. Objects	5
5. Powers.....	5
6. Membership of the Centre	6
7. Affiliate Club.....	6
8. Conditions of Membership	7
9. Registers.....	7
10. Fees	7
11. Resignation of members	8
12. Suspension or Expulsion	8
13. Committee	8
14. Committee Meetings	11
15. General Meetings.....	13
16. Rules, bylaws and policies.....	15
17. Executing documents and Common Seal.....	15
18. Custody of books and securities	15
19. Inspection of records and documents	15
20. Distribution of surplus property on winding up of Centre	16
21. Dispute Resolution.....	16
22. Conflict of Interest	16

1. Name

The name of the incorporated association is Kingsway Little Athletics Centre Inc. (The Centre)

2. Definitions

The following definitions apply unless the context requires otherwise:

Affiliate Club means an incorporated association of an athletics related discipline that is aligned/affiliated to the Centre as referred to in rule 7;

By-Law means any By-Law, regulation or policy made by the Management Committee under rule 16;

Chair means, in relation to the proceedings at a Management Committee meeting, Special General Meeting or Annual General Meeting, the person presiding at the meeting;

Chairperson means a person elected at the Annual General Meeting or appointed as Chairperson due to a vacancy as per subrule 13.24 by the Committee;

Committee means the members of the Centre elected at the Annual General Meeting to the Management Committee positions, acting collectively. Also known as Management Committee;

Committee meeting means a meeting of the Management Committee referred to in rule 14;

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

Centre Delegate means the person/s nominated by the Centre to represent that entity at any Association meeting;

Club Delegate means the person/s nominated by an Affiliate Club to represent that entity at any Committee meeting or general meeting;

Financial Year means the period commencing 1 April and concluding on 31 March in the following year;

General Meeting means either an Annual General Meeting as outlined in subrules 15.1 to 15.4 or a Special General Meeting as outlined in subrules 15.5 to 15.8;

Junior Volunteer means an individual who has not reached the age of eighteen (18) years;

Life Member means an individual upon whom life membership of the Centre has been conferred under Rule 6.4;

Little Athletics means athletic activity for persons of an age determined by the State Governing body;

Ordinary Member means member of the Centre as defined in subrule 6.2;

Policy means a Policy established under the By-Laws of the Centre;

Poll means voting conducted in person, written or electronic form;

Registered Athlete means an individual who has not reached the age of eighteen (18) years as defined in subrule 5.1.a but are subject to all Rules of The Centre;

Registrar means a person elected at the Annual General Meeting or appointed as Registrar due to a vacancy as per subrule 13.24 by the Management Committee;

Seal means the common seal of the Centre as defined in subrule 17.2;

Secretary means a person elected at the Annual General Meeting or appointed as Secretary due to a vacancy as per subrule 13.24 by the Management Committee;

Special Resolution means a special resolution passed in accordance with the section 51 of the Act;

State Governing Body means the Association responsible for the conduct of Little Athletics in Western Australia;

The Act means Associations Incorporation Act 2015;

Treasurer means a person elected at the Annual General Meeting or appointed as Treasurer due to a vacancy as per subrule 13.24 by the Management Committee;

Vice Chairperson means a person appointed to the office of deputy-chairperson of the Centre by the Management Committee as defined in subrule 13.7;

Volunteer Member is an individual as defined in subrule 6.3.

3. Financial Year

The financial year of the Centre is the twelve-month period from 1st of April to 31st March.

4. Objects

The objects of the Centre are to:

- a) provide recreational activity in the form of track and field competition for Registered Athletes;
- b) foster and promote the sport of Athletics for juniors in the area;
- c) promote good sportspersonship;
- d) teach the sport of athletics to all who desire it and who can be accommodated by the Centre;
- e) provide an environment that allows for the easy transition from Little Athletics to senior athletics;
- f) organise and control the conduct of Little Athletics competition arranged by the Centre;
- g) encourage, aid and support current affiliated clubs and the formation of any new clubs seeking affiliation;
- h) the Centre will be non-sectarian, non-discriminatory and non-party-political;
- i) the property and income of the Centre shall be applied solely towards the promotion of the objects of the Centre and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members except in good faith in the promotion of those objects;
- j) the Centre will endeavour to meet all requirements made by the State Governing body to be granted or retain affiliation; and
- k) provide a safe environment for all members and athletes as per Working with Children laws.

5. Powers

5.1. In pursuing its objectives, the Centre may do things necessary or convenient for carrying out its objects and purposes and in particular may:

- a) oversee the registration of children as athletes in accordance with the Constitution, Rules, Regulations and By Laws of the Centre;
- b) acquire, hold, deal with, dispose of, purchase, take on lease, or exchange, hire or otherwise acquire for the Centre any real or personal property;
- c) open and operate bank accounts;
- d) invest its money in any security in which trust moneys may be invested; or in any other manner authorised by these rules;
- e) borrow money upon such terms and conditions the Centre thinks fit;
- f) give such security for the discharge of liabilities incurred by the Centre as the Centre thinks fit;
- g) appoint delegates to transact any business of the Centre on its behalf;
- h) enter into any contract it considers necessary or desirable;
- i) erect, construct, remove, rebuild, alter, improve and maintain any building for the purposes of the Centre with relevant council permission if applicable;
- j) permit any part or parts of any land or building to be used by third parties in such a manner as may be deemed expedient;

- k) co-operate with any institutions, societies or associations having objectives altogether or in part similar to those of the Centre;
- l) Receive and accept donations, sponsorship, endowments or gifts of any property or assets whatsoever, and subject, or not subject to any special trusts or conditions; and
- m) affiliate with the State Governing Body responsible for the conduct of Little Athletics for the local area.

6. Membership of the Centre

6.1. Membership of the Centre shall be open to all persons over the age of eighteen (18) approved by the Committee on the payment of the prescribed membership fee under the following classes:

- a) Ordinary Member;
- b) Volunteer Member; and
- c) Life Member.

6.2. Ordinary Member

- a) shall be a parent / guardian / carer of a Registered Athlete of an affiliate Club;
- b) shall have voting rights at General Meetings. Irrespective of the number of registered Athletes, votes are limited to one (1) vote per Ordinary Member and a maximum of two (2) votes per family;
- c) shall be eligible for election to the Committee subject to the requirements of subrule (13.2); and
- d) Ordinary Membership may be revoked under subrule (12.1).

6.3. Volunteer Member

- a) Shall be an interested member of the Community who wishes to assist the Centre in a volunteer role but does not have a Registered Athlete within the Centre. Volunteer Members may include, but are not limited to, previous ordinary members with children who have left the Centre or a past athlete of the Centre;
- b) Any interested person requires nomination by an Affiliate Club or an Ordinary Member and is subject to approval by the Committee prior to becoming a member;
- c) Shall have voting rights at General meetings;
- d) Shall be eligible for election to the Committee subject to the requirements of subrule (13.2); and
- e) Volunteer Membership may be revoked under subrule (12.1).

6.4. Life Membership

- a) In recognition of past services to the Centre, a nominee must serve a minimum of ten (10) years as a member of the Centre before being eligible for nomination to Life Membership;
- b) The Centre bylaws shall prescribe the manner in which a Life Member shall be elected and other minimum qualifications in addition to the term of service mentioned in subrule (6.4.a) of this clause;
- c) Written notice of the proposed motion to elect a Life Member shall be signed by the proposer and seconder and given to the Secretary twenty-one (21) days prior to the AGM;
- d) The nominee may be elected to Life Membership by a three quarters majority of members present at the AGM;
- e) Shall have voting rights at General meetings;
- f) Shall be eligible for election to the Committee subject to the requirements of subrule (13.2); and
- g) Life Membership may be revoked under subrule (12.1).

7. Affiliate Club

7.1. Shall be an incorporated association of an athletics discipline.

7.2. Any interested Club requires nomination by an existing Affiliate Club or an Ordinary Member and is subject to approval by the Committee prior to becoming an Affiliated Club.

7.3. Shall provide a Club Delegate to attend Committee Meetings as per subrule (14.12).

- 7.4. Shall have voting rights at Committee Meetings as per subrule (14.13).
- 7.5. Affiliate Clubs may be reviewed by the Committee and affiliation suspended or revoked at a Special General Meeting.

8. Conditions of Membership

- 8.1. A copy of the Centre Rules is to be given to each person who becomes a member in the manner approved by the Committee.
- 8.2. Admission to and continuance of membership shall always be subject to the approval of the Committee. The Centre Constitution and bylaws prescribe circumstances where an application for membership may be rejected or revoked.

9. Registers

- 9.1. The Registrar shall on behalf of the Centre keep and maintain a Register of members, in accordance with section 53 of the Act, containing:
 - a) The name and one of the following - residential, postal or email address of each member;
 - b) The date on which each member's name was entered into the Register; and
 - c) For a period of one year after a person ceases to be a member, the date on which the person ceased to be a member and the reason for cessation.
- 9.2. Any change in the membership of the Centre must be recorded in the Register of Members within twenty-eight (28) days.
- 9.3. The Registrar shall on behalf of the Centre keep and maintain a separate Register of Athletes and Junior Volunteers for the effective running of the Centre. These persons are deemed to be 'non-members' and as such these Registers will not be accessible to the general membership.
- 9.4. Inspection and copying the Register of Members:
 - a) The Register of Members is available for inspection free of charge by any current member upon written request to the Committee at a time and place mutually convenient;
 - b) A current member may make a copy of entries. The Committee may in its discretion require the member to provide a Statutory Declaration setting out the purpose of the request, declaring that the purpose relates to the affairs of the Centre prior to any copies being made;
 - c) A current member may apply in writing to the Committee for a copy of the Register of Members. The Committee may in its discretion require the member to provide a Statutory Declaration setting out the purpose of the request, declaring that the purpose relates to the affairs of the Centre prior to the copy being provided;
 - d) The Committee may charge a reasonable fee for providing a copy of the Register of Members; and
 - e) A member must not use or disclose any information in the Register of Members unless the purpose is directly to the affairs of the association.

10. Fees

- 10.1. The Committee is to determine the annual membership fee for all members of the Centre.
- 10.2. In its absolute discretion the Committee may waive or refund all or part of a membership fee payable by any particular member.
- 10.3. Each member shall pay their Registration fee in the manner prescribed by the Centre by the due date determined by the Committee.

- 10.4. A member is a financial member for the purposes of these rules when a membership fee is paid to either the Centre or Affiliated Club.

11. Resignation of members

- 11.1. A member who delivers a written notice of resignation to the Committee, ceases to be a member on the date that the notice is received by the Committee, or any later date as specified in the notice.
- 11.2. A person who ceases to be a member under subrule (11.1) remains liable to pay to the Centre any fee due and payable by that person to the Centre but is unpaid at the date of that cessation.

12. Suspension or Expulsion

- 12.1. The Committee may at a Committee meeting expel a member, athlete or junior volunteer from The Centre, if it is determined that:
- The person's status or conduct is detrimental to the Objects, interests or standing of the Centre, including (without limitation) if the person has brought the Centre, their Club or the Sport of Athletics into disrepute; and/or
 - The person has failed to comply with this Constitution or any bylaws, policies or standards of the Centre.
- 12.2. The Committee must give the person as per subrule 12.1 written notice of the proposed expulsion at least twenty-eight (28) days prior to the Committee Meeting at which the proposal is to be considered by the Committee. The notice must state:
- The date, time and place of the meeting;
 - The grounds on which the proposed expulsion is based;
 - That the person, or the person's representative, may attend the meeting and will be given a reasonable opportunity to make verbal and written submissions to the Committee; and
 - Whether the persons membership is to be suspended during this process.
- 12.3. At the Committee meeting, the Committee must;
- Give the person, or the person's representative, a reasonable opportunity to make written and/or verbal submissions to the Committee about the proposed expulsion;
 - Give due consideration to any submission so made; and
 - Decide whether to expel the person from The Centre.
- 12.4. A decision of the Committee to expel the person from the Centre takes immediate effect.
- 12.5. The Committee must give the person written notice of the decision and the reasons for the decision within seven (7) days after the Committee meeting at which the decision was made.
- 12.6. A person who is expelled from the Centre who wishes to appeal that decision may, within fourteen (14) days after receiving notice of the Committee's decision under subrule (12.5), give written notice to the Committee advising their intent to appeal and request the appointment of a mediator.
- 12.7. If notice is given under subrule (12.6), the person who gives notice and the Committee are the parties to the mediation.
- 12.8. If notice is given under subrule (12.6), the Committee is to appoint an Independent Mediator.

13. Committee

Committee Members

- 13.1. The affairs of the Centre shall be managed exclusively by a Committee consisting of:
- a Chairperson;

- b) a Secretary;
 - c) a Treasurer;
 - d) a Registrar; and
 - e) a minimum of six (6) up to a maximum of ten (10) general members.
- 13.2. A person may be a Committee member if the person is:
- a) an individual who has reached eighteen (18) years of age;
 - b) a member of the Centre as per Rule 6; and
 - c) not disqualified from being a Committee member under section 39 and 40 of The Act.
- 13.3. A Committee member must exercise their powers with diligence and discharge their duties:
- a) in good faith in the best interests of the Centre; and
 - b) for a proper purpose.
- 13.4. A Committee member must not improperly use their position to:
- a) gain an advantage for themselves or another person; or
 - b) cause detriment to the Centre.
- 13.5. Any Committee member holding a general member position will be assigned portfolios by the Committee based on the Centre's requirements for the season as determined by the Committee. Portfolio positions are outlined in the Centre by-laws.
- 13.6. A person must not hold two or more of the positions mentioned in subrule (13.1) at the same time.
- 13.7. The Chairperson will call for nominations from the elected Committee for the role of Vice-Chairperson to be approved by the newly elected Committee. This position will be in addition to their role mentioned in subrule (13.1).
- 13.8. A member becomes a Committee member if the member:
- a) Is elected to the Committee at an Annual General meeting; or
 - b) Is appointed to the Committee by the Committee to fill a casual vacancy under subrule (13.24).
- 13.9. A nominee who is subsequently elected as a Chairperson, Vice-Chairperson, Secretary, Registrar or Treasurer shall immediately retire/resign from a position of Chairperson, Vice-Chairperson, Secretary, Treasurer or Registrar of an Affiliate Club. A nominee must also retire / resign as a paid employee of the Member Centre or Affiliate Club.

Election of Committee Members

- 13.10. The Secretary must send written notice to all members calling for nomination for election to the committee and stating the date by which nominations must be received to comply with subrule (15.9).
- 13.11. A member who wishes to be considered for election to the Committee at the Annual General Meeting must nominate for election by sending written notice of the nomination to the Secretary at least seven (7) days before the Annual General Meeting or in person from the floor at the Annual General Meeting. This nomination must be seconded by another member in support of the nomination.
- 13.12. At the Annual General Meeting, a separate election must be held for each position as listed in subrule (13.1).

- 13.13. If only one member has nominated for a position, the Chair must declare the member elected to the position.
- 13.14. If more than one member has nominated for a position, the eligible members present at the meeting must vote in accordance with procedures that have been determined by the Committee to decide who is elected to the position. A member who has nominated for the position may vote for themselves.
- 13.15. If there is no nomination for a position, the Chair of the Meeting may call for nominations from the members present at the meeting.

Term of Office

- 13.16. The term of office of a Committee member begins when the member:
- a) Is elected at an Annual General Meeting; or
 - b) Is appointed to fill a casual vacancy under subrule (13.24).
- 13.17. Subject to subrule (13.19), a Committee member holds office until the positions on the Committee are declared vacant at the next Annual General Meeting.

Resignation and removal from the Committee

- 13.18. A Committee member may resign from the Committee by written notice given to the Chairperson or, if the resigning member is the Chairperson, given to the Vice Chairperson.
- 13.19. The resignation takes effect:
- a) When the notice is received by the Chairperson or Vice Chairperson; or
 - b) If a later time is stated in the notice, at the later time.
- 13.20. At a General Meeting, the Centre may by resolution:
- a) Remove a Committee member from office; and
 - b) Elect an eligible member to fill the vacant position.
- 13.21. A Committee member who is subject to a proposed resolution under subrule (12.1) may make written representations (of a reasonable length) to the Committee and may ask that the representations be provided to the members.
- 13.22. The Committee may give a copy of the representations to each member or, if they are not so given, the Committee member may require them to be read out at the General Meeting at which the resolution is to be considered.

Vacancy on the Committee

- 13.23. A person ceases to be a Committee member if the person:
- a) Dies;
 - b) Ceases to be a member;
 - c) Resigns from the Committee;
 - d) Is removed from office under subrule (12.1);
 - e) Becomes ineligible to accept an appointment or act as a committee member under section 39 of The Act;

- f) Becomes permanently unable to act as a Committee member because of a mental or physical disability; or
 - g) Fails to attend three (3) Committee Meetings in the same financial year, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.
- 13.24. The Committee may appoint a member who is eligible to fill a position on the committee that:
- a) Has become vacant under subrule (12.1) or (13.23); or
 - b) Was not filled by election at the most recent Annual General Meeting.
- 13.25. Subject to the requirement for quorum, the Committee may continue to act despite any vacancy in its membership.

Subcommittees

- 13.26. To help the Committee in the conduct of the Centre's business, the Committee may appoint one or more subcommittees to undertake certain tasks as determined by the Committee.
- 13.27. A subcommittee may consist of the number of people that the committee considers appropriate.
- 13.28. A member of the Committee shall be appointed Chairperson of any such Sub-Committee as mentioned in subrule (13.26).
- 13.29. The Committee may, in writing, amend or revoke the subcommittee.

Payments to members

- 13.30. A payment to a member out of the funds of the Centre is authorised if it is:
- a) a payment in good faith to the member as reasonable remuneration for any services provided to the Centre, or for goods supplied to the Centre, in the ordinary course of business;
 - b) the reimbursement of reasonable expenses properly incurred in connection with the Centre's business;
 - or
 - c) a sponsorship donation to a parent or guardian on behalf of a travelling athlete.

14. Committee Meetings

- 14.1. The Committee must meet at least ten (10) times in each year on the dates, times and places determined by the Committee.
- 14.2. The date, time and place of the first Committee meeting must be determined by the Committee members as soon as practicable after the Annual General Meeting at which the committee members were elected.
- 14.3. Special Committee meetings may be convened by the Chairperson or any two (2) Committee members.
- 14.4. The procedure and order of business at a Committee meeting may be determined by the Committee members at the meeting.
- 14.5. No business is to be conducted at a Committee meeting unless a quorum is present.

Quorum at Committee Meetings

- 14.6. At a Committee meeting, fifty (50) percent plus one (1) of the total number of Committee members (with reference to subrule 13.1) in office at the time of the Committee meeting constitutes a quorum.
- 14.7. Participation by telephone, video conferencing or other similar electronic communication constitutes being present at the Committee Meeting provided that all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously.
- 14.8. If quorum is not present within 30 minutes after the notified commencement time, the Committee may either:

- a) Adjourn the meeting to another date, not being later than fourteen (14) days from the adjournment;
or
- b) Continue proceedings of the meeting. If the meeting proceeds, all decisions undertaken by the Committee will not be valid until ratified by a Committee poll (either electronic or in person) where quorum is present.

Guests at Committee meetings

- 14.9. A member may request to attend a Committee meeting no less than 24 hours prior to the meeting in writing (email is acceptable) to the Committee stating their reason for attendance.
- 14.10. The Committee may invite a person who is not a Committee member to attend a Committee meeting.
- 14.11. A person who is invited or requests to attend a Committee meeting:
 - a) Has no right to any agenda, minutes, or other document circulated at the meeting;
 - b) Must not comment about any matter discussed at the meeting unless invited to by the Committee to do so; and
 - c) Cannot vote on any matter that is to be decided at the meeting.
- 14.12. Each Affiliated Club should be represented at Committee Meetings by at least one (1) appointed delegate. This delegate must be from their elected Committee.

Voting at Committee meetings

- 14.13. If the Committee decides that Affiliated Clubs will be given leave to vote on a question, then the votes of the attending Club Delegates are to be counted with a maximum of one (1) vote per Affiliated Club.
- 14.14. Each Committee member present at the Committee meeting has one (1) vote on any question arising at the meeting.
- 14.15. At Committee meetings all votes shall be given in person, no proxy or mail votes are permitted.
- 14.16. A motion is carried if a majority of the Committee members present at the Committee meeting vote in favour of the motion.
- 14.17. If the votes are divided equally on a question, the Chair has a second and casting vote.

Minutes of a Committee meeting

- 14.18. The Committee must ensure that minutes are taken and kept of each Committee meeting.
- 14.19. The Committee Meeting minutes must record the following:
 - a) The names of all attendees;
 - b) The business considered at the meeting; and
 - c) Any motion on which a vote is taken at the meeting and the result of the vote.
- 14.20. The minutes of a Committee meeting must be entered in the Centre's minute book within thirty (30) days after the meeting is held.
- 14.21. The Chair must ensure the minutes of a Committee meeting are reviewed and signed as correct at the next meeting.

Decisions between Committee meetings

- 14.22. The Committee may make decisions between Committee meetings as outlined in the Centre bylaws.
- 14.23. A motion is carried if a majority of the Committee members vote in favour of the motion. The vote must be recorded.
- 14.24. Any motion voted upon must be entered into the minutes of the next Committee meeting including the result of the vote.

15. General Meetings

Annual General Meeting

- 15.1. The Committee must determine the date, time and place of the Annual General Meeting.
- 15.2. The Annual General Meeting is to be held within six (6) months after the end of the Centre's financial year as per section 50(3) of The Act.
- 15.3. If it is proposed to hold the Annual General Meeting more than six (6) months after the end of the Centre's financial year, the Committee must apply to the Commissioner for permission under section 50(3)(b) of The Act within four (4) months after the end of the financial year.
- 15.4. The ordinary business of the Annual General Meeting is as follows:
 - a) To confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then;
 - b) To receive and consider the Committee's annual reports including but not limited to the Chairperson report and financial report;
 - c) To elect the Committee members;
 - d) To appoint or remove a reviewer or auditor of the Centre in accordance with The Act; and
 - e) Any other business of which notice has been given in accordance with these rules.

Special General Meetings

- 15.5. The Committee may at any time convene a Special General Meeting.
- 15.6. The Committee must convene a General Meeting if the following requirements are met:
 - a) The request is made by, at a minimum, ten (10) percent of ordinary members to the Committee;
 - b) The request is in writing, signed by all the members making the request; and
 - c) The request states the business to be conducted.
- 15.7. On receipt of a request from members under subrule (15.6) the Committee must:
 - a) Give all members twenty-one (21) days' notice of the Special General Meeting;
 - b) Hold the Special General Meeting within two (2) months of the date of the request; and
 - c) The Centre shall pay the reasonable expenses of convening and holding the Special General Meeting.
- 15.8. Subject to The Act, the Committee may cancel or postpone any Special General Meeting or change its venue by giving notice to all persons to whom the notice of the original meeting was given but may not cancel a meeting which was called or requested by members without the prior written consent of those members.

Notice of General Meetings

- 15.9. Notice of General Meetings must be provided to members:
 - a) At least fourteen (14) days before any General Meeting; and
 - b) At least twenty-one (21) days before any General Meeting at which a Special Resolution is proposed.
- 15.10. The notice of a General Meeting must be written and:
 - a) Specify the place, date and time for the General Meeting;
 - b) State the general nature of each item of business to be considered at the meeting; and
 - c) If a special resolution is to be proposed at the General Meeting set out an intention to propose the Special Resolution and state the Resolution.
- 15.11. A notice is deemed to be given and received by the member:
 - a) If delivered in person when delivered to the member;
 - b) If posted, on the day after the date of posting to the member whether delivered or not; or
 - c) If sent by facsimile, email or other electronic means, on the day after the date of its transmission.

- 15.12. When a meeting is adjourned for a period of thirty (30) days or more, notice of the adjourned meeting must be given as in the case of the original meeting, in all other cases it is not necessary to give notice of the adjourned meeting.

Quorum at a General Meeting

- 15.13. At a General Meeting, ten (10) ordinary members present in person constitutes a quorum.
- 15.14. The presence of a member at a General Meeting must be by attendance in person and cannot be through contact by telephone or other means of instantaneous communication.
- 15.15. If quorum is not present within thirty (30) minutes after the notified commencement time of a general notice:
- a) Where the meeting is convened on the request of members, the meeting must be automatically dissolved; and
 - b) In any other case, the meeting stands adjourned to a day, time and place as the Committee decides or, if no decision is made, to the same day in the next week and the same time and place.
- 15.16. If a quorum is not present within thirty (30) minutes after the commencement time of a General Meeting held under subrule (15.15 (b)) the members who are present at the resumed meeting will be taken to constitute a quorum and may proceed with the business of that resumed meeting as if a quorum were present.

Voting at a General Meeting

- 15.17. At General Meetings, each member present who is entitled to vote in accordance with these rules has only one (1) vote.
- 15.18. At General Meetings all votes shall be given in person, no proxy or mail votes are permitted.
- 15.19. Except in the case of a special resolution, a motion is carried if a majority of the eligible members present at the General Meeting vote in favour of the motion.
- 15.20. If votes are divided equally on a question, the Chair has a second and casting vote.
- 15.21. A special resolution is to be passed in accordance with section 51 of The Act by the votes of requiring seventy-five (75) percent majority vote of the Members present and eligible to vote at the General Meeting.
- 15.22. Voting may be conducted either with a show of hands or written poll as determined by the Committee.
- 15.23. A declaration by the Chair that a resolution has been carried or lost and an entry to that effect in the minutes of the General Meeting is conclusive evidence of that fact.

Minutes of General Meeting

- 15.24. The Committee must ensure that minutes are taken and kept of each General Meeting.
- 15.25. The General Meeting minutes must record the following:
- a) The names of all attending members;
 - b) The business considered at the meeting;
 - c) Any reports presented; and
 - d) Any motion or resolution on which a vote is taken at the meeting and the result of the vote.
- 15.26. The minutes of a General Meeting must be entered in the Centre's minute book within thirty (30) days after the meeting is held.
- 15.27. The Chair must ensure the minutes of a General Meeting are reviewed and signed as correct at the next General Meeting.

16. Rules, bylaws and policies

- 16.1. The Committee may make, repeal or amend bylaws and policies provided they shall not be inconsistent with any of these rules. All policies and bylaws made under this rule will be binding on the Centre, it's members, athletes, junior volunteers and Affiliated Clubs.
- 16.2. The Committee must make a copy of the bylaws available for inspection by members.
- 16.3. These rules may only be varied, amended or rescinded by Special Resolution in accordance with Division 2 of Part 3 of The Act.
- 16.4. These rules bind every member, athlete, junior volunteer of The Centre to the same extent as if every member and the Centre had signed and sealed these rules and agreed to be bound by all their provisions.
- 16.5. The Kingsway LAC Financial Policy outlines how funds are to be managed including but not limited to: Committee members responsible for receiving funds; issuing receipts; paying funds received into the bank account; expenditure authorization and method of operation of bank accounts and signing cheques.

Transitional Rules

- 16.6. All entities who were Affiliate Clubs or Members of the Centre prior to the time of approval to the amendments to this constitution under The Act, shall retain their membership category under transitional provisions for membership until required by this constitution to renew their membership.
- 16.7. All entities who were Committee Members prior to the time of approval to the amendments to this constitution under The Act, shall remain as Committee members until their term of office ends as per subrule (13.17). Any Committee Member holding the position of Chairperson, Vice Chairperson, Registrar, Secretary or Treasurer will remain in this role while all other positions will become General Members as per subrule (13.1).

17. Executing documents and Common Seal

- 17.1. The Centre may execute a document without using a Common Seal if the document is signed by two (2) Committee members one of which is the Chairperson or Vice Chairperson.
- 17.2. The Centre shall have a Common Seal on which its corporate name shall appear in legible characters.
- 17.3. The Common Seal of the Centre shall not be used without the express authority of the Committee and every use of that Common Seal shall be recorded in the minute book.
- 17.4. The affixing of the Common Seal of the Centre shall be witnessed by any two (2) Committee members holding the roles of either Chairperson, Vice Chairperson, Secretary or Treasurer.
- 17.5. The Common Seal of the Centre shall be kept in the custody of the Secretary or of another Committee member or held in the safe as the Committee decides.

18. Custody of books and securities

- 18.1. Subject to subrule (9.3) and (17.5) the books and any securities of the Centre must be kept in the Secretary's custody or under the Secretary's control.
- 18.2. The financial records and, as applicable, the financial statements or financial reports of the Centre must be kept in the Treasurer's custody or under the Treasurer's control.
- 18.3. Subrule (18.1) and (18.2) have effect unless otherwise decided by the Committee.
- 18.4. The books of the Centre must be retained for at least seven (7) years.

19. Inspection of records and documents

- 19.1. A member may apply in writing to the Committee at any reasonable time to inspect without charge the books, documents, records and securities of the Centre with the exception of the Register of Athletes and Register of Junior Volunteers as per subrule 9.3. The Committee at its discretion may require the member to provide a statutory declaration setting out the purpose of the request, declaring that the purpose relates to the affairs of the Centre.

20. Distribution of surplus property on winding up of Centre

- 20.1. For the purposes of this clause, surplus property has the meaning given in section 3 of The Act.
- 20.2. Subject to The Act, the Centre may voluntarily cease its activities and be wound up or cancelled in accordance with a Special Resolution.
- 20.3. Upon winding up or cancellation of the Centre, any surplus property remaining after all debts, liabilities and costs, charges and expenses of winding up or cancelling the incorporation have been paid, must be distributed to one (1) or more organisations listed in section 24(1) of The Act with similar Objects of this Centre.

21. Dispute Resolution

- 21.1. The procedure set out in this clause applies to disputes:
 - a) between members; or
 - b) between one (1) or more members and the Centre.
- 21.2. The parties to a dispute must attempt to resolve a dispute between themselves within fourteen (14) days after the dispute has come to the attention of either party.
- 21.3. In the case of a dispute involving the Centre, the Chairperson or another Committee Member nominated by the Chairperson, will represent the Centre.
- 21.4. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by subrule (21.2), any party to the dispute may start the grievance procedure by giving written notice to the Committee identifying the parties to the dispute and the matters that are the subject of the dispute.
- 21.5. Within twenty-eight (28) days of receipt of a notice under subrule (21.4), a Committee meeting must be convened to determine the dispute.
- 21.6. The Committee must give the parties to the dispute at least seven (7) days' prior written notice of the date, time and place of the Committee meeting. The notice must inform the parties that they (or their representative) may attend the Committee meeting and will be given a full and fair opportunity to make oral and/or written submissions to the Committee.
- 21.7. At the Committee meeting at which a dispute is to be considered and determined, the Committee must:
 - a) Give each party to the dispute, or the party's representative, a reasonable opportunity to make oral submissions and must consider any written submissions; and
 - b) Determine the dispute.
- 21.8. Written notice of the Committee's decision regarding the dispute must be given to all parties to the dispute within seven (7) days after the Committee meeting.

22. Conflict of Interest

- 22.1. As per section 42 of The Act a member who has a personal interest in a matter being considered at either a Committee meeting or General Meeting must as soon as they become aware of that interest, disclose the nature and extent of his or her interest to the Committee.
- 22.2. As per subrule 22.1, the member must declare a conflict of interest relating to their child or family however the Committee may determine that this conflict of interest may be set aside in certain circumstances.
- 22.3. As per section 43 of The Act a member who has a personal interest in a matter being considered at a Committee meeting or General Meeting must not be present while the matter is being considered at the meeting or vote on the matter, with exception to situations falling under subrule 22.2.
- 22.4. As per section 42(6) of The Act, The Centre must record every disclosure made by a member of a personal interest in the minutes or the Committee Meeting or General Meeting at which the disclosure is made.