

CONSTITUTION OF THE SALISBURY LITTLE ATHLETIC CENTRE
(INCORPORATED IN SOUTH AUSTRALIA)

Salisbury Little Athletics Centre



Constitution

Updated October 2017

**CONSTITUTION OF THE SALISBURY LITTLE ATHLETIC CENTRE
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**CONSTITUTION OF THE SALISBURY LITTLE ATHLETIC CENTRE
(INCORPORATED IN SOUTH AUSTRALIA)**

1. **NAME:** The name of the Centre shall be “**Salisbury Little Athletic Centre Incorporated**” (Herein after called “the Centre”).

2. DEFINITIONS AND INTERPRETATION

In this constitution, unless the contrary intention appears:

- 2.1. ‘Act’ means the Associations Incorporation Act 1985 (SA).
2.2. ‘Committee’ means the Management Committee who are entrusted to manage the centres affairs
2.3. ‘Constitution’ means this constitution of the centre.
2.4. ‘Financial year’ means the time period in which the financial accounts are prepared. The Regulations detail the current financial year.
2.5. ‘Meetings’: There are three meetings allowing Members to have the opportunity to express opinions and vote on various matters as listed under Clause 7:
a) ‘Annual General Meeting’ (AGM) is held once per year to receive financial accounts and elect the Committee.
b) ‘Special General Meeting’ (SGM) are special meetings that are convened by Members or the Committee to discuss extraordinary issues.
2.6. ‘Member’ means a member of the centre under clause 6.
a) ‘Junior member’ means a registered member of the centre who is younger than 18 years of age.
b) ‘Junior Member representative’ means an individual that has the power, authority and duty to act on a Member’s behalf and in doing so, is also bound by this Constitution. The Member representative of a Junior Member under 18 years of age means their parent/guardian.
c) ‘Life member’ means an individual appointed as a life member of the centre under clause 5.2
2.7. ‘Objects’ means the objects of the centre in clause 4.
2.8. ‘Special resolution’ means a special resolution defined in the Act.
2.9. ‘Sport’ means Little Athletics,
2.10. ‘SSO’ means the State Sport Association - South Australian Little Athletics Association (SALAA).

3. SUPERSESSION

- 3.1. This Constitution supersedes any previous Constitution bearing the name of the Centre but does not invalidate decisions made in the name of the Centre before this Constitution was adopted.

4. OBJECTS OF THE CENTRE

The objects of the Centre shall be:

- 4.1. To promote family participation in Little Athletics.
4.2. To promote the ideal of athletes participating for personal satisfaction through improved performance.
4.3. To promote and control athletic competition for children who are registered with the Centre.
4.4. To join with any other organisations with similar objects and to assist and supplement the work of such organisations where desirable.
4.5. To be affiliated with the South Australian Little Athletics Association Inc. (herein called SALAA).

5. POWERS

Powers of the Centre

- 5.1. Solely for furthering the objects, the centre has, in addition to the rights, powers and privileges conferred on it under section 25 of the Act, the legal capacity and powers of a company as set out under section 124 of the Corporations Act 2001 (Cth).

Powers of the Committee

- 5.2. The Committee must perform its functions in the pursuit of the Objects and in the interests of the Centre as a whole, having regard to the Centre’s position in the structure of the Sport in South Australia and their role of supporting the Sport’s reputation in the state.
5.3. The powers of the Centre shall be those referred to in Section 25, Associations and Incorporations Act, 1985 namely: -
5.4. Acquire, hold, deal with and dispose of any real estate or personal property.
5.5. Open and operate bank accounts.
5.6. Invest its monies
5.7. Borrow money upon such terms as the Centre Committee thinks fit.
5.8. Give such security for the discharge of liabilities incurred by the Centre as the Centre thinks fit.

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- 5.9. Appoint agents to transact any business of the Centre on its behalf.
- 5.10. Enter into any other contract it considers necessary or desirable.
- 5.11. Propose nominations for Life Membership to the Annual General Meeting.
- 5.12. Propose nominations for Junior Life Membership to the Annual General Meeting.
- 5.13. Appoint Honorary Memberships
- 5.14. Recommend to the Annual General Meeting charges and fees to be levied for the ensuing year.
- 5.15. The Committee may not cause the Centre to disaffiliate from an SSO without an Ordinary Resolution of Members at a General Meeting.

6. MEMBERS

Members of the centre shall consist of:

- 6.1. **Individual members**, who subject to this constitution, shall have the right to receive notice of annual general and special general meetings and to be present, to debate and to vote.
- 6.2. **Junior members**, who subject to this constitution, shall have no right to receive notice of annual general and special general meetings, be present, debate or vote.
- 6.3. **Junior member representatives**, shall have the right to receive notice of annual general and special general meetings to debate and to vote. They may be present.
- 6.4. **Life members**, who subject to this constitution, shall have the right to receive notice of annual general and special general meetings and to be present, to debate and to vote.
 - a) The Committee may recommend to the AGM that any person who has rendered distinguished service to the centre be appointed as a life member subject to the Life Member criteria as detailed in the SLAC Life Members Policy.
 - b) A resolution of the GM/AGM/SGM to confer life membership (subject to clause 6.1.3 on the recommendation of the Committee must be a special resolution.
 - c) A person must accept or reject the centres resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the register, and from the time of entry on the register the person shall be a life member.

6.5. Application for membership

An application for membership must be:

- a) In writing on the form prescribed from time to time by the committee (if any), from the applicant or its nominated representative and lodged with the centre
- b) Contain full particulars of the name and addresses and contact details of the applicant; and
- c) Accompanied by the appropriate fee, if any.
- d) The centre shall keep and maintain a register in which shall be entered (as a minimum) the full name, address and date of entry of each member.

6.6. Discretion to Accept or Reject Application

The centre may accept or reject an application whether the applicant has complied with the requirements in clause 6.5 or not. The centre shall not be required or compelled to provide any reason for such acceptance or rejection. Where the centre accepts an application, the applicant shall become a member.

6.7. Renewal

Members (other than life members) must renew their membership annually in accordance with the procedures set down by the centre in regulations from time to time.

6.8. Effect of Membership

Members and Junior Member representatives acknowledge and agree that:

- a) This constitution forms a contract between each of them and the centre and that they are bound by this constitution and the regulations.
- b) 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 committee or other entity with delegated authority.
- c) By submitting to this constitution and regulations, they are subject to the jurisdiction of the centre, SSO.
- d) The constitution and regulations are necessary and reasonable for promoting the objects and particularly the advancement and protection of Athletics.

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- e) They are entitled to all benefits, advantages, privileges and services of centre membership.

6.9. Notice of Resignation

A member who has paid all arrears of fees payable to the centre may resign or withdraw from membership of the centre by giving notice in writing to the centre. A member who ceases to be a member, for whatever reason, shall forfeit all rights in and claims upon the centre and its property and shall not use any property of the centre including intellectual property. Any centre documents, records or other property in the possession, custody or control of that member shall be returned to the centre immediately.

6.10. Discontinuance for Breach

- a) Membership of the centre may be discontinued by the committee upon breach of any clause of this constitution or the regulations, including, but not limited to, the failure to pay any monies owed to the centre, failure to comply with the regulations or any resolutions or determinations made or passed by the committee or any duly authorised committee.
- b) Membership shall not be discontinued by the committee under clause 5.12(a) without the committee first giving the accused member the opportunity to explain the breach and/or remedy the breach.
- c) Where a member fails, in the committee's view, to adequately explain the breach, that member's membership shall be discontinued under clause 5.12(a) by the centre giving written notice of the discontinuance to the member. The register shall be amended to reflect any discontinuance of membership under this clause 5.12 as soon as practicable.
- d) The Committee may make Regulations governing the hearing and determination of disputes, protests or complaints by or against Members, Member Representatives, Participants or Volunteers and any other matter involving the enforcement of this Constitution or the Regulations against Members, or Member Representatives, Participants or Volunteers. The committee may commence or cause to be commenced disciplinary proceedings against a member who has allegedly:
- 6.10.d.1. Breached, failed, refused or neglected to comply with a provision of this constitution, the regulations or any resolution or determination of the committee or any duly authorised committee
- 6.10.d.2. Acted in a manner unbecoming of a member, or prejudicial to the purposes and interests of the centre and/or Athletics.
- 6.10.d.3. Brought the centre, any other member or Athletics into disrepute.
- e) That member will be subject to and will submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the centre set out in the regulations.
- f) The committee may appoint a judiciary committee to deal with any disciplinary matter referred to it. Such judiciary committee shall operate in accordance with the procedures expressed in the regulations but is subject always to the Act.

6.11. Subscriptions And Fees

The annual membership subscription (if any) and any fees or other levies payable by members to the centre and the time for and manner of payment shall be as determined by the committee, and announced to members at the Annual General Meeting each year.

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7. MEETINGS

Types of Meetings:

The meetings that can be convened on various matters are:

- a) Committee Meetings of the Centre that are usually held on a regular basis.
- b) Annual General Meeting of the Centre must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Committee.
- c) Special General Meetings of the Centre are special meetings that are convened by Individual or Life Members to discuss extraordinary issues.

Committee Meetings:

- 7.2. Committee Meetings shall be held monthly, or as required, the time and place to be determined by the Committee.
- 7.3. A quorum for Management Meetings shall consist of a simple majority of Members of the Committee, one of who shall be the President, the Secretary or the Vice-President.
- 7.4. The President of the Centre shall take the chair at all Committee Meetings. Should the President not be present then the Vice-President shall take the chair and if there were no Vice-President the Committee shall elect one of its members to take the chair.
- 7.5. The Chairman at all Committee Meetings shall have in addition their own vote a casting vote only in the case of equality. The casting vote shall be used to maintain the status quo.
- 7.6. All notices of Committee Meetings shall be in writing and circulated to members of the Committee at least seven (7) days before the date of such meeting.

Annual General Meetings:

- 7.7. The Annual General Meeting of the Centre shall be held between the first of April and 31st of May each year, date to be decided at the discretion of the Centre Committee, providing that the AGM of Salisbury Little Athletic Centre is held prior to the AGM of SALAA.
- 7.8. The business of the Annual General Meeting shall be to:
 - a) To confirm the minutes of the preceding Annual General Meeting;
 - b) To receive the Management Committees reports for the preceding financial year;
 - c) To receive the Treasurer's report and the audited financial statements for the previous financial year;
 - d) To elect or re-elect the Management Committee Members who must consent in writing;
 - e) To conduct any other business placed on the agenda before the commencement of the meeting.
- 7.9. The Centre Management Committee shall be elected at the Annual General Meeting and nominations may be in writing or taken from the floor of the meeting.
- 7.10. A quorum for the AGM shall consist of twenty-five (25) financial Adult members
- 7.11. Notice of the AGM shall be published twenty-five (25) days prior to the Meeting.
- 7.12. The Annual Report and financial statement shall be forwarded to members seven (7) days prior to the Annual General Meeting.

Special General Meetings:

- 7.13. Special General Meetings shall be called by the Secretary at the direction of the President, or upon written request signed by twenty-five (25) financial Adult members. Such request to indicate the purpose for calling such Special General Meeting.
- 7.14. The Special General Meeting shall be held within 28 days of receiving such request.
- 7.15. Notice of Special General Meetings shall be published 7 days prior to the Meeting and the purpose of it shall be stated.
- 7.16. A quorum of Special General Meetings shall consist of twenty-five (25) financial Adult members.

Voting:

- 7.17. Each Member is entitled to one (1) vote at Meetings on behalf of one financial athlete. This member will either be a Junior Member representative (meaning an individual that has the power, authority and duty to act on a Member's behalf and in doing so, is also bound by this Constitution. The Member representative of a Junior Member under 18 years of age means their parent/guardian) or a 'Life member' (as per Clause 6).
NOTE: If a parent/guardian has 4 athletes attending the centre, they will receive four (4) votes.
- 7.18. Elections shall be decided by a simple majority vote, which shall be indicated by a show of hands except that:
 - a) Any contested election at an Annual General Meeting or otherwise shall be by secret ballot.

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- b) The meeting may, by show of hands, require any other vote to be by secret ballot.
- 7.19. Only members present in person shall be entitled to vote. No proxy votes will be allowed.
- 7.20. Voting power at Annual General Meeting and Special Meetings of the Centre shall be vested in financial members.
- 7.21. Persons under the age of 18 years shall not be entitled to vote or take part in business procedures of meetings. Their Junior Member Representative will vote on their behalf.

8. MANAGEMENT

- 8.1. The committee members of the centre in office immediately prior to approval of this constitution under the Act shall continue in those positions until the next AGM following such adoption of this constitution, and thereafter the positions of committee members shall be filled, vacated and otherwise dealt with in accordance with this constitution.
- 8.2. The management of the Centre shall be in the hands of the Centre Committee comprising of no less than seven (7) elected committee members.
- 8.3. The Management Committee shall be elected at the AGM.
 - a) An election shall be held for each contested position. The winner shall be appointed as the successful candidate.
 - b) If there is only one nominee, that person shall be declared the successful candidate.
- 8.4. The Committee shall have the power to appoint sub-committees for specific purposes and the Committee shall define their powers.
- 8.5. A member of the Committee shall cease to hold such office upon:
 - a) Resignation in writing, forwarded to the Secretary;
 - b) Suspension as a member of the Centre;
 - c) Absence for three successive Committee meetings without explanation acceptable to the Management Committee.
- 8.6. Should any vacancy occur in the Management Committee, the Committee shall fill such vacancy from the financial members of the Centre and such member duly elected shall hold office for the unexpired portion of their predecessor's term.

Term of Appointment

- 8.7. Committee Members elected under shall be elected for a term of two (2) years. After which, they must re-apply for their position.
- 8.8. A committee member may hold various positions for a total of five (5) years.
- 8.9. Subject to provisions in this constitution relating to early retirement or removal of committee members, elected committee members shall remain in office from the conclusion of the AGM at which the election occurred until the conclusion of the second AGM following.
- 8.10. Appointed committee members may be appointed by the elected committee members under this constitution for a term of one year, which shall commence from the first committee meeting after the AGM until after the conclusion of the second AGM that follows

9. RESPONSIBILITIES OF THE COMMITTEE

- 9.1. Having regard for the Centre and Association Constitutions, the responsibilities of the Management Committee shall be:
 - a) Plan and co-ordinate all activities for the Centre.
 - b) Act on behalf and in the interest of Centre Members at all times.
 - c) Set rules as required for the good conduct of the incoming Committee.
 - d) Regularly review Centre procedures and policies and update as necessary.

10. AMENDMENTS OF THE CONSTITUTION

- 10.1. This constitution may be repealed or amended by resolution of twenty-five (25) members present and voting at a General Meeting of which not less than 7 days' written notice including notice of the proposal or amendment has been distributed to all members.
- 10.2. Proposed amendments to the Constitution must be submitted in writing to the Committee. Committee members will then have twenty-eight (28) days to comment on the constitution, prior to it being taken to the Members.

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11. FUNDS

- 11.1. The Financial year of the Centre shall extend from the 1st April each year to the 31st of March of the following year.
- 11.2. All monies received on behalf of the Centre shall be banked in an account designated "Salisbury Little Athletic Centre Incorporated" with any Financial Organisation as determined by the Committee.
- 11.3. All Payments shall be as petty cash or by cheque signed by 2 authorised signatories. Those authorized signatories are the President, Secretary and Treasurer, however must not be the same person.
- 11.4. The Treasurer shall keep a register of Centre property for insurance purposes.
- 11.5. The Treasurer shall present a Financial Report at all meetings of the centre.
- 11.6. The Treasurers books shall be subject to Audit prior to the AGM.

12. DISSOLUTION OF CENTRE

- 12.1. If upon winding up or dissolution of the centre there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall not be paid to or distributed among the members. Instead, the assets or property shall be given or transferred to another organisation(s) that has objects similar to those of the centre. The organisation(s) must prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the centre by this constitution. The organisation(s) is to be determined by the members in a general meeting at or before the time of dissolution. If this does not occur, the decision is to be made by a judge of the Supreme Court of South Australia or other court as may have or acquire jurisdiction in the matter.

13. THE SEAL

- 13.1. The centre shall have a seal upon which its corporate name shall appear in legible characters.
- 13.2. The seal shall not be used without the express authorisation of the committee. Every use of the seal shall be recorded in the centre's minute book. Two committee members must witness every use of the seal.

14. DATE OF EFFECT AND ENDORSEMENT.

- 14.1. This Constitution shall take effect from the date a majority of those present at the Annual General Meeting of the Centre agreed to its provisions.
- 14.2. Signed:

President	_____	Signature
	_____	Name
Vice President	_____	Signature
	_____	Name
Secretary	_____	Signature
	_____	Name
Treasurer	_____	Signature
	_____	Name

Dated this ___ day of _____ 20__.