

Athletics North Queensland Association Incorporated

IA17548

CONSTITUTION

As approved by the Annual General Meeting 29 May 2004 and amended by a special resolution passed by
General Meeting on 1 June 2019 – To Update as goes along

Contents

Part I – Objects, Powers and Interpretation	Error! Bookmark not defined.
Name of Association and Headquarters	6
Jurisdiction	Error! Bookmark not defined.
Athlete Status	Error! Bookmark not defined.
Objects of Athletics North Queensland.....	Error! Bookmark not defined.
Interpretation / Definitions.....	Error! Bookmark not defined.
Interpretation	Error! Bookmark not defined.
Severance.....	8
Expressions in Act.....	8
Model Rules.....	8
Constitution of the Association	8
Operation of the AA/QA Constitutions.....	8
Part II - Powers of Athletics North Queensland	9
Affiliate Constitutions	9
Compliance of Affiliated Athletics Clubs.....	9
Constitution of Each Affiliated Athletics Club.....	9
Affiliated Athletics Clubs to Maintain Club Register	9
PART III – Membership	10
Members	10
Category of Members.....	10
Second Claim Clubs	10
Track & Field Clubs	10
Road Running Clubs.....	11
Recognition & Associate Membership	11
Creation of New Categories.....	11
Life Members	11
Affiliated Athletics Clubs and Membership.....	11
Unincorporated Affiliated Athletics Clubs.....	11
Application for Membership	11
Discretion to Accept or Reject Application.....	12
Membership Renewal	12

Fees (Subscriptions) & Levies	12
Register of Members	12
Association Office to Keep Register	12
Inspection of Register	12
Effect of Membership	13
Discontinuance of Membership	13
Discontinuance of Membership	13
Notice of Resignation	13
Expiration of Notice Period	13
Forfeiture of Rights	13
Membership May Be Reinstated	13
Cessation of Membership	13
Registrations	14
Day Registration	14
Discipline of Members and Grievances	14
Member Protection Policy	14
Part IV - Governance of the Association	15
Governance of the Association Summary	15
Officers of the Association	15
Eligibility for Election of Officers	15
Officers of the Association	15
Powers and Functions of Executive	15
Election and Appointment of Officers	15
Powers Of The Board	16
Portfolios	16
Appointed Directors	16
Qualifications for appointed Directors	16
Directors' Interests	16
Conflict of Interest	16
Disclosure of Interests	16
General Disclosure	16
Election of Members of the Board	17
Constitution of Board of Directors	17
Recording Disclosures	17
Election of Members of the Board	17

Method of Voting	18
Counting Process	18
Election and Appointment of Vice-Presidents	18
Functions of Board of Directors	19
Meetings of Board of Directors	19
Part V Annual Appointments of the Association	19
Temporary Appointments	19
Meeting Delegates	20
Notification of Delegates General Meetings	20
General.....	20
Annual General Meetings and Special General Meetings of this Association	20
The Board May Delegate Functions to Sub-Committees/Advisory Panels ...	21
Delegation by Instrument.....	21
Operations Manager	21
Appointment of Operations Manager	21
Position of Operations Manager becomes vacant.....	21
Specific Duties.....	21
Operations Manager May Employ	22
Part VI – Miscellaneous.....	22
Delegations	22
Delegated Function Exercised in Accordance with Terms.....	22
Delegation May Be Conditional	22
Revocation of Delegation.....	22
By-Laws and Policies	22
The Board to Formulate By-Laws.....	22
By-Laws Binding	23
By-Laws Deemed Applicable	23
Notices Binding on Members	23
Board to Formulate Policies	23
Records and Accounts	23
ANQ Office Staff to Keep Records	23
Records Kept in Accordance with Act.....	23
Association to Retain Records	23
Board to Submit Accounts.....	23

Management of funds.....	23
Inspection of records.....	24
Auditor.....	24
Manner of Notice.....	24
Notice of General Meeting.....	24
Notice to Registered Individual Members.....	24
Seal.....	25
Safe Custody of Seal.....	25
Affixing Seal.....	25
Member of the Board's Interest.....	25
Part VIII - Amendments to the Constitution.....	25
Amendments.....	25
Indemnity.....	25
Members of the Board to be indemnified.....	25
Association to Indemnify.....	25
Winding Up.....	26
Liability of Members.....	26
Distribution of Property on Winding Up.....	26
Source of Funds.....	26
Application of Income.....	26
Income and Property Applied to Objects.....	26
No Income to Members.....	26
Payments in Good Faith.....	28

Part I – Objects, Powers and Interpretation

1. Name of Association and Headquarters

- 1.1 The name of the Association is Athletics North Queensland Incorporated. (“the Association”)
- 1.2 The association may operate one or more trading names including ANQ Athletics.
- 1.3 The Headquarters of the Association shall be in Townsville.

Jurisdiction

- 1.4 The Association, in conformity with the Queensland Athletics Constitution, claims absolute jurisdiction throughout the North Queensland Region over the following activities:
 - a) Running, including hurdling, steeple chase, cross country running and road running, trail running;
 - b) Walking including road walking;
 - c) Jumping, including pole vaulting;
 - d) Throwing, including shot putting, discus, javelin, hammer and weight throwing

Athlete Status

- 1.5 The Constitution, Laws and General Rules of Athletics Australia to the extent that they define and regulate status and all matters related to athlete status apply in respect of the Association, its officers and members of its affiliated bodies.

2. Objects of Athletics North Queensland

2.1 Athletics North Queensland is the peak body for the administration of the sport of athletics in North Queensland. The Objects for which Athletics North Queensland is established and maintained include, but are not limited to the following:

- a) to do all acts and things necessary for the management, administration, control and promotion of the Association and the sport of Athletics in North Queensland,
- b) to promote the economic and community service success, strength and stability of Athletics North Queensland, Queensland Athletics, Athletics Australia and athletics,
- c) to use and protect the Intellectual Property.
- d) to strive for Government, commercial and public recognition of the Association as the controlling body for Athletics in North Queensland;
- e) to abide by, promulgate, enforce and secure uniformity in the application of, the rules of Athletics as may be determined from time to time by AA or World Athletics and as may be necessary for the management and control of Athletics and related activities in North Queensland;
- f) to adopt and implement such policies as may be developed by AA, including (as relevant and applicable) member protection, anti-doping , health and safety, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in Athletics;

- g) to represent the interests of its Members and of Athletics generally in any appropriate forum in North Queensland;
- h) to obtain improved facilities for the enjoyment of Athletics in North Queensland
- i) and to undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

3. Interpretation / Definitions

3.1 In these rules, unless the contrary intention appears, these words shall have the following meanings:

- **ACT** means the Associations Incorporations Act or any other act under which Athletics North Queensland may be incorporated from time to time.
- **AFFILIATED ATHLETICS BODY** means an athletics body or association (whether incorporated, unincorporated or otherwise) which is a member of Athletics North Queensland.
- **ASSOCIATION** means Athletics North Queensland Incorporated.
- **ATHLETICS** means the sport of athletics and includes track and field athletics, recreational running, athletic activities and competitions, exhibitions and other activities.
- **ATHLETICS AUSTRALIA(AA)** means Athletics Australia Limited(CAN 006 447 294) or any successor thereto or replacement thereof
- **QUEENSLAND ATHLETICS(QA)** means Queensland Athletics Association ACN 010 706 751
- **ADVISORY PANEL/SUB-COMMITTEE** means a group of people selected by the Board for the purpose of fulfilling a delegated function of the Board as set out in Rule 13.1
- **BY-LAW** means a by-law, regulation or policy made by the Board under Rule 13.3.1
- **CONSTITUTION** means the Constitution of the Association in force from time to time
- **DELEGATE** means the person elected or appointed from time to time by an affiliated athletics club to act for and on behalf of that club and represent that club at general meetings or otherwise.
- **FINANCIAL YEAR** means the year commencing 1 January and ending 12 months later on 31 December in any year.
- **INTELLECTUAL PROPERTY** means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to Athletics North Queensland or any event, competition or activity of, or conducted, promoted or administered by Athletics North Queensland.
- **MEMBER** means a registered member of Athletics North Queensland as defined in Part III of these rules.
- **MEMBER OF THE BOARD** means a member of the Board elected or appointed in accordance with these rules 9.8
- **OBJECTS** means the objects of Athletics North Queensland in Rule 2.1

- **NOTICE IN WRITING** means notice whether by electronic mail or any other means of written communication
- **SEAL** means the common seal of Athletics North Queensland and includes any official seal of Athletics North Queensland.
- **SPECIAL RESOLUTION** means a resolution passed:
 - a) at a general meeting of Athletics North Queensland of which 40 days notice, accompanied by notice of intention to propose a resolution as a special resolution, has been given to the members in accordance with these rules, and
 - b) by at least three quarters of votes of those members who, being entitled to vote, vote in person at the meeting.
- **SUBSCRIPTION** means an affiliation fee or any other fee or levy imposed by way of a subscription to ANQ
- **YEAR** means calendar year unless otherwise stated
- **WA** World Athletics (formerly known as the International Association of Athletics Federations (IAAF)) sole competent international authority for the sport of Athletics worldwide

Interpretation

3.2 In these rules:

- a) The Executive may determine any interpretation of this Constitution.
- b) A General Meeting may, if it thinks fit, refer any question of interpretation of this Constitution to Queensland Athletics its interpretation including an interpretation previously made by the Board of Directors.
- c) The power of the Board of Directors to make a recommendation in pursuance of paragraph 3.2(a) includes a power to recommend that the question be referred to Queensland Athletics for its determination.
- d) A determination by a General Meeting or by Queensland Athletics of a question under this section is final and conclusive.
- e) a reference to a function includes a reference to a power, authority and duty,
- f) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty,
- g) words importing the singular include the plural and vice versa,
- h) words importing any gender include the other gender,
- i) references to persons include corporations and bodies politic,
- j) references to a person include the legal personal representatives, successors and permitted assigns of that person,
- k) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction), and
- l) a reference to writing shall unless the contrary intention appears, be construed as including references to printing, lithography, photograph and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail or mobile short message service (SMS).Headings are for convenience only and do not affect the interpretation of this Constitution

3.3 Severance

If any provision of these rules or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the rule or

phrase cannot be so read down it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of these rules or affect the validity or enforceability of any provision in any other jurisdiction.

3.4 Expressions in Act

Except where the contrary intention appears, in these rules , an expression that deals with a matter dealing with a particular provision of the Act, has the same meaning as that provision of the Act.

3.5 Model Rules

The model rules made under the Act are expressly displaced by the Association's Constitution rules.

3.6 Constitution of the Association

This Constitution will clearly reflect the objects of AA/QA and will conform to the AA /QA constitution, subject always to the Act.

4.0 Part II - Powers of Athletics North Queensland

Athletics North Queensland shall have all such powers, rights and privileges conferred on it under the Associations Incorporation Act 1981 Qld and solely for furthering the attainment of the Objects of Athletics North Queensland as set out in the By Laws.

Affiliate Constitutions

4.1 Compliance of Affiliated Athletics Clubs

The affiliated athletics clubs acknowledge and agree that each of them shall:

- a) Complete an Affiliation form immediately following their AGM and forward it to the ANQ office.
- b) elect or appoint a number, as set out in the By-Laws from time to time, of delegates to represent it at general meetings of Athletics North Queensland,
- c) provide Athletics North Queensland with such information as Athletics North Queensland may reasonably require including copies of any financial reports and statements, its annual report and other associated documents within 30 days of such request by Athletics North Queensland,
- d) recognise Athletics North Queensland as the peak body for athletics in North Queensland,
- e) generally, have regard to the Objects,
- f) be solvent, and
- g) abide by these rules.

4.2 Constitution of Each Affiliated Athletics Body

- a) The constituent documents of an affiliated athletics body shall not be in conflict with the Objects and will conform with these rules, subject to any requirements in the Act, and at least to the extent of:
 - a. the Objects
 - b. the structure and membership categories of Athletics North Queensland,
 - c. recognising Athletics North Queensland as the peak body for athletics in North Queensland,
 - d. recognising Athletics North Queensland as the final arbiter on matters pertaining to athletics in North Queensland, including disciplinary proceedings, and
 - e. such other matters as are required to give full effect to these rules, with such incidental variations as are required to give full effect to these rules,
 - f. Each affiliated athletics body shall take all reasonable steps necessary to ensure its constituent documents are:
 - i. in conformity with these rules at least to the extent set out in Rule ,4.2(a) and
 - ii. amended in conformity with future amendments made to these rules, subject to any prohibition or inconsistency in the Act, and
 - iii. upon request, an affiliated athletics body shall provide to Athletics North Queensland a copy of its constituent documents and all amendments to these documents.

5.0 PART III – Membership

5.1 Members

Any person who supports the Objects of the Association is eligible for membership

5.2 Category of Members

The Members of Athletics North Queensland shall consist of:

1. **Affiliated Athletics Clubs**, who subject to these rules, shall be represented by their delegate/s who shall have the right to attend, debate and vote at general meetings for and on behalf of their club in accordance with these rules; The minimum number of members for affiliation of a club shall be 20 (twenty).
2. **Recreational Running Clubs**, Athletes registered with Recreational Running clubs will only be permitted to compete in recreational running events and in track events 800 metres and above
3. **Life Members**, who subject to these rules, may attend general meetings, but have no right to debate or vote at general meetings, will be admitted free of charge to all athletic meetings owned or controlled by the association or any Member, and is not required to pay to the association or any Member any membership fee, subscription or levy in respect of his or her life membership.
4. **Members**, who are persons registered with Athletics North Queensland through an affiliated athletics body, who will be invited to attend annual general meetings of the association but does not have the right to vote at general meetings of the association,

5. **Remote Members.** individual people who reside in North Queensland and live more than 300km away from the closest affiliated athletics body, who have the right to register with Athletics North Queensland without registering through an affiliated athletics body. .
6. **Officials,** members who volunteer, irrespective of their athletics qualification, who are registered with an affiliated athletics body.
7. **Coaches** members who hold an athletics coaching qualification, and who are registered with an affiliated athletics body
8. **Associated Bodies** Incorporated affiliated bodies that that have similar objectives to the association, who will be invited to attend annual general meetings of the association but does not have the right to vote at general meetings of the association,
9. **Recreational Running Groups** none incorporated groups who's main objective is to conduct activities that relate to recreational running, who will be invited to attend annual general meetings of the association but does not have the right to vote at general meetings of the association,

5.3 Second Claim Clubs

5.3.1 Affiliated Clubs

1. Second claim status of athletes : An athlete who belongs to a club in another State or Territory, not affiliated with Athletics North Queensland, may join a member club of ANQ as a 'second claim member' under the following conditions:
 - a. the athlete must pay the full membership fee to the second claim ANQ club;
 - b. second claim athletes receive an ANQ registration number and may compete for the second claim club in all ANQ competitions except championships;
 - c. in ANQ Championship events, the athlete must compete for his/her first claim club, displaying the appropriate uniform.
2. An athlete can only compete for one club at the same meet
3. An ANQ registered athlete may join a club outside the ANQ region and still retain their ANQ membership
4. Athletes may join more than one affiliated athletics club but must pay the full membership fee to both clubs. Athletes who compete in field events or events on the track 400m and below must compete under their track and field club for that competition.

5.4 Recognition & Associate Membership

1. The Association may recognise as Associate members, bodies whose objectives for the promotion of athletics in the region are consistent with those of the Association, and this may include but not necessarily be limited to:
 - a) The appropriate Secondary Schools Sports Association;
 - b) The appropriate Primary Schools Sports Association;
 - c) Recreational Running Groups including Companies or Businesses whose objectives for the promotion or delivery of Athletics in North Queensland are consistent with those of the Association.
 - d) Such other bodies as the Association in General Meeting may determine from time to time.

- 2) One representative of each Associate member may attend General Meetings as a non-voting delegate. Such delegate may speak to motions of General Meetings but may not move, second or vote on motions put to such General Meetings.
- and
- 3) such new categories of members, created in accordance with Rule 5.5 below.

5.5 Creation of New Categories

The Board has the right and power from time to time to create and define new categories of membership. The rights, privileges and obligations as are determined applicable (other than voting rights) shall be set out in the Association's By-Laws from time to time.

5.6 Life Members

Nominations, conditions, obligations and privileges of life membership shall be as set out in the Association's By-Laws from time to time.

5.7 Affiliated Athletics Bodies and Membership

5.7.1 Application for Membership

An application for affiliation by an athletic club must be:

- a) in writing on the form prescribed from time to time by the Board, from the applicant or its nominated representative and lodged with Athletics North Queensland,
- b) in the case of an application from an athletic club for membership as an affiliated athletic club, accompanied by such information as the Board may reasonably request including a copy of the applicant's constitution (which must be in accordance with Rule) and a register of members,
- c) accompanied by a declaration that the applicant is solvent, and
- d) accompanied by the appropriate fee, if any.

5.7.2 Discretion to Accept or Reject Application

1. The Board of Athletics North Queensland may accept or reject an application and shall not be required or compelled to provide any public reason for such acceptance or rejection.
2. Where the Board of Athletics North Queensland accepts an application, the applicant shall become a member. Membership of Athletics North Queensland shall be deemed to commence upon acceptance of the application by Athletics North Queensland, whereupon the appropriate ANQ staff member shall amend the register referred to in the By Laws, Where the Board of Athletics North Queensland rejects an application Athletics North Queensland shall refund any fees forwarded with the application and the application shall be deemed rejected by Athletics North Queensland.

5.7.3 Membership Renewal

1. Affiliated athletics bodies must reapply for membership with Athletics North Queensland in accordance with the procedures set down by Athletics North Queensland in the By-Laws from time to time.
2. Upon request by Athletics North Queensland, an affiliated athletics bodies must lodge with Athletics North Queensland an updated copy of its rules (including all

amendments), provide details of any change in its delegate(s) and provide such other information as reasonably requested by Athletics North Queensland.

5.7.4 Fees (Subscriptions) & Levies

1. The annual membership subscription, fees and any levies payable by members (or any category of members) to Athletics North Queensland, shall be as determined by the Board from time to time. The Board will also determine the deadlines and methods for such payments.
2. Any affiliated athletics body or member which or who has not paid all monies due and payable to Athletics North Queensland shall (subject to the Board's discretion) have all rights under these rules immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the Board's discretion. In the meantime, the club or member shall have no automatic right to resign from Athletics North Queensland, and shall be dealt with in the Board's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that member as a member, or impose such other conditions or requirements as the Board considers appropriate

5.8 Register of Members

5.8.1 Association Office to Keep Register

The Association Office shall keep and maintain an up to date and accessible register of Association members and their financial status in which shall be entered such information as is required under the Act from time to time.

5.8.2 Inspection of Register

Having regard to privacy considerations, an extract of the register shall be available for inspection (but not copying) by members, upon reasonable request.

5.9 Effect of Membership

Members acknowledge and agree that:

- a) these rules constitute a contract between each of the members and Athletics North Queensland and they are thereby bound by these rules and the By- Laws,
- b) they shall comply with and observe these rules and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or any duly authorised sub-committee/advisory panel,
- c) by submitting to these rules and the By-Laws they are subject to the jurisdiction of Athletics North Queensland,
- d) these rules are made in pursuit of a common object, namely the mutual and collective benefit of Athletics North Queensland, the members and athletics,
- e) these rules and the By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of athletics, and
- f) they are entitled to all benefits, advantages, privileges and services of membership of Athletics North Queensland.

6.0 Discontinuance of Membership

Notice of Resignation

Subject to these rules any member which or who has paid all monies due and payable to Athletics North Queensland and has no other liability (contingent or otherwise) to Athletics North Queensland may resign from Athletics North Queensland by giving one (1) month notice in writing to Athletics North Queensland of such intention to withdraw or resign and upon the expiration of that period of notice, the member shall cease to be a member. A life member may resign by notice in writing with immediate effect.

6.1 Expiration of Notice Period

Subject to Rule 6.0 upon the expiration of any notice period applicable under Rule 6.0, the date on which a member ceased to be a member shall be recorded in the register.

6.2 Forfeiture of Rights

A member who or which ceases to be a member, for whatever reason, shall forfeit all right in and claim upon Athletics North Queensland and its property including intellectual property. Any Athletics North Queensland documents, records or other property in the possession, custody or control of that member shall be returned to Athletics North Queensland immediately.

6.3 Membership May Be Reinstated

Membership which has lapsed, been withdrawn or terminated under these rules may be reinstated at the discretion of the Board, on application in accordance with these rules and otherwise on such conditions as the Board determines.

6.4 Cessation of Membership

Where an affiliated athletics body ceases to be a member in accordance with these rules or the Act, the registered individual members of that affiliated athletics body may cease or remain as registered individual members to the extent (if any) and for such time (if any) as is determined in the sole discretion of the Board.

7.0 Registrations

1. The following persons shall be registered, annually with the Association;
 - a) a member (other than the Patron of the Association or a Life Member of the Association) of an affiliated club;
 - b) a person referred to in Category of Members who has been admitted to membership of the Association.
2. Applications for registration shall be lodged on the approved registration form of the Association and shall be accompanied by the appropriate registration fee as determined by the Association.
3. A person shall be deemed to be registered with the Association on and from the day on which the approved registration form duly signed as required by the form, and accreditation/transfer documentation where necessary, accompanied by the prescribed registration fee, is received by the office of Athletics North Queensland.
4. The registration of a person in a track and field club continues in effect until 31 March in each year.

5. Registration with Recreational Running Clubs/Groups varies from club to club depending on their sign on date

8.0 Discipline of Members and Grievances

Member Protection Policy

Athletics North Queensland has adopted Athletics Australia's Member Protection Policy in full.

All complaints to ANQ will go to Athletics Australia via Queensland Athletics to be dealt with under the Member Protection Policy.

The Member Protection Policy ("Policy") aims to ensure that all people engaging in our athletic activities, from grassroots to high performance level, maintain responsible behaviour such that everyone can participate in a positive environment and enjoy the sport. The policy informs our stakeholders of their legal and ethical rights and responsibilities and the standards of behaviour that are expected. It also covers the care and protection of children participating in our sport

It is a fundamental right of our members to be treated with respect and dignity, and to be safe and protected from discrimination, harassment and abuse while participating in our sport.

The Policy represents Athletics Australia's commitment to encouraging an environment where the rights of its stakeholders are protected and appropriate standards are maintained to ensure a safe and enjoy

Who is bound by this Policy

This Policy applies to the following, whether they are in a paid or unpaid/voluntary capacity:

- 1 Individuals appointed or elected to boards, commissions, committees and sub-committees;
- 2 Employees and volunteers of Athletics Australia;
- 3 Support personnel (e.g. managers, physiotherapists, psychologists, masseurs, sport trainers, etc.);
- 4 Coaches and assistant coaches;
- 5 Athletes, coaches, officials and any other personnel participating in any teams, events and activities, including camps and training sessions, conducted or sanctioned by Athletics Australia or any of its Member Associations
- 6 Referees, judges and other officials;
- 7 All Members of Athletics Australia covering all categories of membership;
- 8 Member associations and each of its members;
- 9 Affiliated clubs and associated bodies of Athletics Australia and/or its Member Association
- 10 Peak associations and other national and state bodies engaged in any form of athletics being held under the Athletics Australia jurisdiction;
- 11 Any other person or body that is a member of or affiliated to Athletics Australia or any of its Member Associations;
- 12 Parents, guardians, spectators and sponsors to the full extent that is possible.

This Policy will continue to apply to a person even after they have ceased their membership, association or employment with Athletics Australia, if disciplinary action against that person has commenced and may subsequently invoked should they later seek such membership, association or employment.

Each Member Association will use reasonable endeavours to ensure that its affiliates and individual members are bound by this and the Association's policies and are made aware of its existence and contents

9.0 Part IV - Governance of the Association

9.1 Governance of the Association Summary

1. The Board of Directors shall control and manage the business of the Association, subject to the Act, the Regulations, this Constitution and any resolution passed by the Association at a general meeting.
2. The Association shall be under the overall control of the members, exercised through annual general meetings and other general meetings.
3. A range of positions and committees shall be filled by annual election and/or appointment to manage the activities of the Association, as set out below:

9.2 Election and Appointment of Officers

Eligibility for Election of Officers

Except in the case of the Patron and Vice-Patrons a person shall not be eligible for election as an officer unless he is registered with the Association. All proposers and seconders must also be registered members of the Association.

9.3 Officers of the Association

There shall be the following officers of the Association, namely –

- a) A Patron
- b) the President;
- c) the Vice-President, Far Northern Region
- d) the Vice-President, Northern Region
- e) the Vice-President, Southern Region
- f) the Vice-President, Western Region
- g) the Director of Competition
- h) the Director of Recreational Running
- i) the Director of Officials
- j) the Director of Development
- k) the Director of Administration
- l) up to two (2) appointed Director who need not be registered with the Association and who may be appointed by the Directors

9.4 Powers Of The Board

Subject to the Act and these rules the business of Athletics North Queensland shall be managed, and the powers of Athletics North Queensland shall be exercised, by the Board. In particular, the Board as the controlling authority of Athletics North Queensland shall be responsible for acting on all issues in accordance with the Objects and shall operate for the collective and mutual benefit of Athletics North Queensland and athletics throughout North Queensland. The Board may seek expert advice from outside the Board on any matter relating to its responsibilities or operations.

9.5 Portfolios

If the Board considers it appropriate, in order to further the objects it may allocate specific portfolios, with specific responsibilities, as determined at the discretion of the Board

9.6 Qualifications for Appointed Directors

The appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition. They do not need to be registered with the Association but must be an individual. Appointed Directors can not also be a Delegate.

9.7 Conflict of Interest

9.7.1 A Director shall declare his interest in any:

- a. contractual matter
- b. selection matter
- c. disciplinary matter
- d. or financial matter

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

A Director is disqualified by holding any place of profit or position of employment in the Association or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Director is in any way interested will be void unless approved by the Board.

9.7.2 Disclosure of Interests

The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the relevant matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested. All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Associations Incorporation Act 1981 Queensland.

9.7.3 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Director in accordance with the above and must be recorded in the minutes of the relevant meeting.

9.8 Election of Members of the Board

1. Qualifications for Members of the Board

- a. Nominees for Members of the Board positions on the Board must meet the qualifications as prescribed from time to time by the Board and set out in the By-Laws.
 2. Nominees for Members of the Board positions on the Board must declare any position they hold in an affiliated athletics club, including as an office bearer, member of the committee or a paid appointee
 3. The ANQ Office shall call for nominations 35 days before the date of the annual general meeting. All affiliated athletics clubs shall be notified of the call for nominations.
 4. Nominations for Members of the Board must be:
 - a. in writing,
 - b. on the prescribed form (if any) provided for that purpose,
 - c. signed by a registered individual member and seconder, and
 - d. certified by the nominee (who must be a registered individual member) expressing his or her willingness to accept the position for which he or she is nominated.
 5. Nominations must be received by the ANQ Office at least twenty-eight days prior to the annual general meeting.
 6. If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.
 7. Officers shall be elected at each annual general meeting of the Association and shall hold office for two years or until the office becomes vacant, whichever is the earlier. They shall be elected alternately each year in the following groups:
 - a. President
 Director of Competition
 Director of Officials
 Vice President (Far Northern region)
 Vice President (Southern region)
 - b. Directors of Development
 Director of Administration
 Director of Recreational Running
 Vice president (Western region)
 Vice President (Northern region)
- 9.6 Where more than one nomination is received for a position the following voting procedure shall apply:
- a. The method of Voting will be by Postal Vote.
 - b. A Returning Officer for the Elections shall be appointed by the Board. The Returning Officer shall not be a candidate in the election.
 - c. The Board will appoint a number of scrutineers to assist with the count.
 - d. Ballot papers for those officers requiring a ballot, return envelopes, candidates resumes and qualifications will be forwarded to clubs to assist them in their voting
 - e. Closing timeline for receipt of votes to be advised to clubs.

9.7 Method of Voting

1. All affiliated athletics clubs receive one set of ballot papers.
2. Completed ballot papers are to be placed in the envelope marked Voting papers and the envelope sealed.
3. The envelope marked Voting Papers is to be placed in the stamped addressed envelope provided and posted to the Returning Officer.

9.8 Counting Process

1. Where there is only a single candidate for a position that candidate is thereby declared elected.
2. When returned to the ANQ office the unopened envelopes marked Voting Papers shall be placed in a locked Ballot Box by the Returning Officer and this box shall be handed over to the appointed scrutineers on the day of the vote counting. The Returning Officer shall open the ballot papers and supervise the count.

Where there are two candidates for a position any candidate receiving more than 50% of the vote for the position will be elected. If the vote results in a tie, then the outcome will be determined by placing the names of the tied candidates into a container and the Returning Officer will draw one name who will be the successful candidate. Where there are more than two candidates for a position then a vote will be taken. If after the first vote a single candidate has not achieved more than 50% of the vote for the position then the candidate with the least number of votes will be eliminated for the next round of voting. The process will continue until a candidate receives more than 50% of the vote. If a tie occurs it will be determined as provided in (4) above.5. Where a nomination is not received, in accordance with sub-section (2), for a position of officer, nominations may be called at the annual general meeting for election to that position.

Where-

the office of an officer becomes vacant; and in the notice convening a general meeting after the occurrence of that vacancy, notice is given intention to fill that vacancy, the general meeting may, at that meeting, elect a person to fill that vacancy.

Affiliated clubs as defined in paragraph 5.2.1 shall be entitled to vote for the election of officers and each such body shall have one vote.

9.9 Election and Appointment of Vice-Presidents

1. For the purpose of election of Vice-Presidents and for such other purposes as the Board of Directors shall from time to time determine, Athletics North Queensland shall be divided into regions. The Board shall establish new regions or amend existing regions as circumstances require. Current Regions are:
 - a. A Far Northern Region
 - b. A Northern Region
 - c. A Southern Region .
 - d. A Western Region
- e. The boundaries of each region and the affiliated clubs to be included in each region shall be recommended by the Board of Directors to the Association in General Meeting from time to time.
2. The affiliated clubs in each region shall be entitled to nominate and participate in the election of a Vice- President representing their region only.

3. The nominee must reside in their particular region.
4. Subject to (1) and (2) above the election and appointment of Vice-Presidents shall be generally in accordance with the provisions of Paragraph

10.0 Functions of Board of Directors

10.1 The functions of the Board of Directors are –

- a. to consider matters of policy with respect to athletics and to make decisions concerning such matters;
- b. to carry out any directions given to it by the Association in General Meeting;
- c. to deal with matters referred to it;
- d. to deal with matters of an administrative nature on behalf of the Association; and

10.2 All acts and things done in the name of, or on behalf of, the Association by the Board of Directors, or with the authority of the Executive, shall be deemed to have been done by the Association.

10.3 Meetings of Board of Directors

1. The Board of Directors shall hold such meetings as are necessary for the performance of its functions, but shall meet at least eight (8) times in each 12 months.
2. At a meeting a quorum is constituted by half of the elected members plus one.
3. The position of any member of the Board shall become vacant if the member is absent for three consecutive meetings without leave of absence.
4. The President, or, in their absence a Vice President, shall preside at all meetings.
5. In the event of the absence of the President and the Vice Presidents from a meeting, members present shall elect one of those present to preside at that meeting.
6. A question arising at a meeting shall be decided by a majority of the votes of members present and voting.
7. At a meeting, the President or other member presiding has a deliberative vote and, in the event of votes being equal, also has a casting vote.
8. The Board of Directors shall keep minutes of each meeting and shall make details of proceedings of each meeting available to each affiliated club as soon as practicable after the meeting.

11.0 Part V Annual Appointments of the Association

11.1 Temporary Appointments

1. From time to time the Board of Directors may appoint such number of persons to hold temporary appointments or to form temporary committees as the Board of Directors thinks necessary for the purpose of implementing the objects of the Association.
2. A person holding an appointment under this section ceases to hold that appointment at the annual general meeting of the Association next following the meeting at which that appointment was made.

3. Where, under this section, the Board of Directors appoints persons to form a committee, the Board of Directors shall, at the same time, appoint one of those persons to be the convenor of meetings of that committee.

General

11.2 Annual General Meetings and Special General Meetings of this Association

1. The Annual General Meeting be held no later than FOUR (4) months after the end of the financial year, at a time determined by the Board and shall deal with the following business:
 - a. minutes of the previous annual general meeting,-
 - b. report of of the Directors;
 - c. audited financial statement and balance sheet of the Association; either interim or complete, depending if it is held prior to the end of the Association's Financial year an Interim Audit Report to September 30 will be presented to the Meeting with the full Audit Report to be sent to all member clubs for acceptance and confirmation, as soon as it becomes available.
 - d. election of officers and persons to hold appointments.
2. Special general meetings of the Association may be convened at any time at the direction of the Board of Directors or within 21 days of the receipt by the Association of a written request made by at least one- third of the affiliated clubs setting out the matter proposed to be considered at the meeting.
3. Fourteen days notice in writing stating the business of a general meeting shall be given to each affiliated body and to officers of the Association, and no business other than that stated on the notice paper shall be discussed at the meeting.
4. Each affiliated club is entitled to be represented at general meetings by 2 delegates, or by 2 proxy delegates.
5. Only delegates are entitled to vote and each delegate shall have one vote.
6. A person is not eligible to be a delegate unless he is a registered member of an affiliated club.
7. A person is not eligible to be a delegate of more than one affiliated club.
8. Each affiliated club, shall give to the Association, not less than 21 days prior to the date of the annual general meeting in each year, notice in writing of the name and address of the delegate, or of each delegate, appointed to represent it at all general meetings of the Association and may, in the notice specify the names and addresses of 2 proxy delegates.
9. Where an affiliated club wishes to appoint an additional delegate or to replace a delegate it shall notify the Association, not less than one clear day prior to the relevant general meeting, of the name and address of the appointee.
10. At a general meeting a quorum is constituted by 50% plus one of the delegates entitled to vote at that meeting.
11. If a quorum has not formed 30 minutes after the appointed time for the holding of the general meeting, the meeting shall lapse.
12. The President shall preside at all general meetings at which he is present, but, if they are absent then the Director of Administration shall conduct a ballot to elect one of the Vice-Presidents to preside in their stead.
13. In the event of the absence of the President and Vice Presidents from a general meeting, the delegates present shall elect one of their number to preside at that general meeting.

11.2 Meeting Delegates

Notification of Delegates General Meetings

1. Each affiliated club or subsidiary body shall give to the Association, not less than 5 days prior to each general meeting of the Association, notice in writing of the name and address of the delegate, or of each delegate, appointed to represent it and may, in the notice, specify the names and addresses of 2 alternative delegates.
2. Where a club or body wishes to appoint an additional delegate or to replace a delegate, it shall notify the Association 1 day prior to the relevant meeting, of the name and Association, and the address of the appointee.
 - e. be appropriately empowered by the appointing affiliated athletics club to consider, make decisions and vote at general meetings, and
 - f. not be a Member of the Board of Athletics North Queensland.
3. Delegates must be registered members of Athletics North Queensland.

11.3 The Board May Delegate Functions to Sub-Committees/Advisory Panels

The Board may by instrument in writing create or establish or appoint from among its own members, the members, or otherwise, Sub-Committees/Advisory Panels to carry out such duties and functions, and with such powers, as the Board determines.

11.4 Delegation by Instrument

The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:

1. this power of delegation, and
2. a function imposed on the Board by the Act or any other law, or these rules.

Operations Manager

11.5 Appointment of Operations Manager

The Operations Manager shall be appointed by the Board for such term and on such conditions as it thinks fit. The Operations Manager, subject to resolution of the Board shall be entitled to notice of, attend and participate in debate at, all meetings of the Board, but shall have no entitlement to vote.

11.6 Position of Operations Manager becomes vacant

In addition to the circumstances (if any) in which the Operations Manager may be removed from office pursuant to the terms of their appointment as determined by the Board. If the Operations Manager:

- a. is removed from office by special resolution;
- b. dies;
- c. becomes insolvent under administration;
- d. becomes a represented person within the meaning of the Guardianship and Administration Act 2000 Queensland;
- e. ceases to reside in Australia; or
- f. a statutory manager is appointed under the appropriate section of the Act to conduct the affairs of the Association.

11.7 If a new Operations Manager has not been appointed within 14 days after the vacancy arises, the Board must, within 14 days of the vacancy arising, appoint a Member of the Board to act as secretary until a new Operations Manager is appointed. .

11.8 Specific Duties

The Operations Manager shall:

- a. as far as practicable attend all Board meetings and general meetings,
- b. prepare the agenda for all Board meetings and all general meetings,
- c. record and prepare minutes of the proceedings of all meetings of the Board Committee and
- d. report regularly on the activities of, and issues relating to, Athletics North Queensland.

11.9 Subject to the Act, these rules, the By-Laws and any directive of the Board, the Operations Manager has the power to perform all such things as are considered necessary or desirable for the proper management and administration of Athletics North Queensland.

12.0 Operations Manager May Employ

The Operations Manager, in consultation with the Board, may employ such office personnel as are deemed necessary from time to time and such appointments shall be for such period and on such conditions as determined by the Operations Manager.

Part VI – Miscellaneous

13.0 Delegations

13.1 Delegated Function Exercised in Accordance with Terms

1. A function, the exercise of which has been delegated under this Rule may, whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
 - a. Procedure of Delegated Entity
 - b. The procedures for any Sub-Committee/Advisory Panel established shall, with any necessary or incidental amendment, be the same as those applicable to meetings of the Board under Rule . The quorum shall be determined by the Sub-Committee/Advisory Panel, but shall be no less than the majority of the total number of Sub-Committee/Advisory Panel members.
2. A Member of the Board designated by the Board and/or the Operations Manager shall be ex-officio members of any Sub- Committee/Advisory Panel so appointed.
3. Within seven (7) days of any meeting of any Sub-Committee/Advisory Panel, the Sub- Committee/Advisory Panel shall send a copy of the minutes and any supporting documents to the Operations Manager.

13.2 Delegation May Be Conditional

A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

13.2(a) Revocation of Delegation

The Board may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend, repeal or veto any decision made by a Sub – Committee/Advisory Panel under this Rule where such decision is contrary to these rules, the By-Laws, the Act, the Purposes or the terms of the delegation.

13.3 By-Laws and Policies

1. The Board to Formulate By-Laws

The Board may formulate, approve, issue, adopt, interpret and amend such by-laws, regulations and policies (By-Laws) for the proper advancement, management and administration of Athletics North Queensland, the advancement of the Purposes and athletics as it thinks necessary or desirable. Such By-Laws must be consistent with these rules and the Associations Incorporation Act 1981 Queensland.

2. By-Laws Binding

All By-Laws made under this Rule shall be binding on Athletics North Queensland and members.

3. By-Laws Deemed Applicable

All by-laws, regulations and policies of Athletics North Queensland in force at the date of the approval of these rules under the Act insofar as such by-laws, regulations and policies are not inconsistent with, or have been replaced by these rules, shall be deemed to be By-Laws under this Rule.

4. Notices Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to affiliated athletics bodies by means of notices approved by the Board and prepared and issued by the Operations Manager. Affiliated athletics bodies shall be obliged to draw such notices to the attention of their respective members. Notices are binding upon all members.

13.4 Board to Formulate Policies

The Board will be responsible for the formulation of various policies. Policies will be developed in order to provide guidance for all members of Athletics North Queensland. New policies will be developed as required.

13.5 Records and Accounts

1. Operations Manager to Keep Records

The Operations Manager shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of Athletics North Queensland and the Board and shall produce these as appropriate at each Board meeting or general meet.

2. Records Kept in Accordance with Act

Books, documents, securities and proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. All such records and the books of accounts shall be kept in the care and control of the Operations Manager.

3. Association to Retain Records

Athletics North Queensland shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

4. Board to Submit Accounts

The Board shall submit to the annual general meeting the accounts of Athletics North Queensland in accordance with the Act.

5. Management of funds

The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.

The Board may authorise the President or the Operations Manager to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

With the approval of the Board, the President or the Operations Manager may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

6. Inspection of records

Members may on request inspect the register of members, the minutes of general meetings, and subject to Rule the financial records, books, securities and any other relevant document of the Association, including minutes Board meeting free of charge. A member may make a copy of any of the records they are permitted to inspect and the Association may charge a reasonable fee for provision of a copy of such a record.

The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

The Board must on request make copies of these rules available to members and applicants for membership free of charge.

13.7 Auditor

A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed by the Board. The auditor's duties shall be regulated in

accordance with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted auditing standards and/or any applicable codes of conduct.
Notice

13.8 Manner of Notice

Notices may be given by the Operations Manager to any member by sending the notice by post or facsimile transmission or by electronic mail, to the member's registered address, facsimile number or electronic mail address.

Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting the notice. Service of the notice is deemed to have been effected two (2) days after posting.

Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to or received at the facsimile number to which it was sent.

Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

13.9 Notice of General Meeting

Notice of every general meeting shall be given in the manner authorised and to the persons entitled to receive notice under these rules.

14.0 Seal

14.1 Safe Custody of Seal

The Operations Manager shall provide for safe custody of the Seal.

14.2 Affixing Seal

The Seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by two (2) Members of the Board or a Member of the Board and the Operations Manager.

14.3 Member of the Board's Interest

A Member of the Board may not sign a document to which the seal of Athletics North Queensland is fixed where the Member of the Board is interested in the contract or arrangement to which the document relates.

15.0 Part VII - Amendments to the Constitution

1. Amendments

Amendments of this Constitution may only be made at General Meetings, whether or not called specifically for the purpose, with the approval of two-thirds of those present and entitled to vote.

Notice of a proposed amendment shall be given in writing to the Association at least 42 days prior to the general meeting at which the proposed amendment is to be moved.

- a. A motion to amend the Constitution: shall be in specific terms; and
- b. An amendment that involves alteration to accounting procedure shall not be proposed unless it has the sanction of the Auditor.

In addition, there shall be no alteration or amendments to Rules without the consent of the relevant Minister or other authority under the Act.

2. Indemnity

2.1 Members of the Board to be indemnified

Every Member of the Board, auditor, manager, employee or agent of Athletics North Queensland shall be indemnified to the extent provided under the Members of the Board and officers insurance policy of Athletics North Queensland against any liability incurred by him/her in his/her capacity as Member of the Board, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him/her by the Court.

2.2 Association to Indemnify

Athletics North Queensland shall indemnify its Members of the Board and employees to the extent provided under the Members of the Board and officers insurance policy of Athletics North Queensland against all damages and costs (including legal costs) for which any such Member of the Board or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- a. the if motion proposed to omit certain words, to omit certain words and substitute other words or to add certain words, shall refer to the section, sub-section, paragraph or sub-paragraph concerned.

Particulars of a proposed amendment shall be included in the agenda of the General Meeting at which the proposed amendment is to be moved and shall be sent to all affiliated bodies and to the officers of the Association at least 21 days prior to that general meeting.

In the case of a Member of the Board performed or made whilst acting on behalf of and with the authority, express or implied of Athletics North Queensland, and in the case of an employee, performed or made in the course of, and within the scope of his/her employment by Athletics North Queensland.

3.0 Winding Up

Winding Up of Athletics North Queensland

1. Subject to this Rule , Athletics North Queensland may be wound up in accordance with the provisions of the Associations Incorporation Act 1981 Queensland

2. Liability of Members

The liability of the members of Athletics North Queensland is limited.

3. Distribution of Property on Winding Up

If upon winding up or dissolution of Athletics North Queensland there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the members of Athletics North Queensland but shall be given or transferred to Queensland Athletics or some other body or bodies having similar objects

4.0 Authority to Trade

Athletics North Queensland is authorised to trade in accordance with the Act.

5.0 Source of Funds

The funds of Athletics North Queensland may be derived from annual membership subscriptions, fees and levies payable by members, donations, grants, sponsorships and such other sources as the Board determines.

6.0 Application of Income

1. Income and Property Applied to Objects

The income and property of Athletics North Queensland shall be applied solely towards the promotion of the Objects.

2. No Income to Members

Except as prescribed in these rules or by resolution of the Board:

no portion of the income or property of Athletics North Queensland shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any member, and no remuneration or other benefit in money or money's worth shall be paid or given by Athletics North Queensland to any member who holds any office of Athletics North Queensland.

3. Payments in Good Faith

a) Nothing contained in Rule shall prevent payment in good faith of or to any member for:

- (a) any services actually rendered to Athletics North Queensland whether as an employee or otherwise,
- (b) goods supplied to Athletics North Queensland in the ordinary and usual course of operation,
- (c) interest on money borrowed from any member,
- (d) rent for premises demised or let by any member to Athletics North Queensland,
- (e) any out-of-pocket expenses incurred by the member on behalf of Athletics North Queensland, or
- (f) any other reason,

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.