



**Little  
Athletics**  
Tasmania

# Constitution

Reviewed  
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Tasmanian Little  
Athletics Association Inc.  
ABN 18 754 156 567

PO Box 812  
Moonah TAS 7009

Tel 1300 888 713  
office@taslittleathletics.com.au

**littleathletics.com.au**

**Foundation for all sports**

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# Constitution of the Tasmanian Little Athletics Association Inc.

## 1. Name of Association

- 1.1. The name of the Association shall be The Tasmanian Little Athletics Association Inc (hereafter called “The Association”).

## 2. Interpretation

- 2.1. In these rules, unless the contrary intention appears -

2.1.1. “**Board**” means the Board of Management of the Association;

2.1.2. “**General Meeting**” means a general meeting of members convened in accordance with rule 15;

2.1.3. “**Officers** of the Association” means a member of the Board to whom sub-rule (1) of rule 24 relates.

2.1.4. “**Association**” membership is that defined in rule 7.

2.1.5. “**Act**” means the *Associations Incorporation Act 1964 (Tas)*.

2.1.6. “**Vice President**” means the person appointed as Vice President by the Board in accordance with clause 22.4.

- 2.2. In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

- 2.3. Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the “Acts Interpretation Act” and the Act as in force on the date on which these rules are adopted by the Association.

## 3. Association’s Office

- 3.1. The office of the Association (TLAA Office) shall be at such place as the Board may, from time to time, determine.

## 4. Objects and Purposes of the Organisation

- 4.1. The basic objects of the Association are :

- 4.1.1. subject to this Constitution to abide by the Australian Little Athletics (in these Rules called (The ALA) Constitution and rules and any subsequent amendments.
  - 4.1.2. to provide athletic competition for athletes who are registered with the Association throughout the State of Tasmania;
  - 4.1.3. to affiliate all competing centres with the Association according to the rules of ALA;
  - 4.1.4. to organise, conduct and control Tasmanian Little Athletics Championships and such other Little Athletic Championships, competitions and events from time to time;
  - 4.1.5. to ensure that all prizes trophies and inducements to Little Athletic competitors do not contravene the ideals and objects of ALA;
  - 4.1.6. to promote the ideal of children competing for personal satisfaction through improved performance;
  - 4.1.7. to promote and assist the formation of new Little Athletic Centres in the State of Tasmania;
  - 4.1.8. to use all available means to promote Little Athletics to the Tasmanian community;
  - 4.1.9. to select teams of all athletes who are registered with the Association to represent the Association in Australian championships and any challenge competition against any other interstate or international bodies;
  - 4.1.10. to act in the interest of the Little Athletics Centres affiliated with the Association.
  - 4.1.11. to suspend disqualify fine or otherwise deal with any affiliated centre and/or any member or officer thereof or any member of the Association which or who has committed any breach of these rules or any rules of the ALA which, in the opinion of the Association, is unbecoming or contrary to the interest of Little Athletics;
  - 4.1.12. to impose and collect levies fees and other charges from affiliated centres or to borrow or raise money with or without security for the carrying out of these rules or for matters connected therewith;
- 4.2. In addition to the basic subjects of the Association the objects and purposes shall be deemed to include;
- 4.2.1. the purchase, taking on lease or in exchange, and the hiring and otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association.
  - 4.2.2. the buying, selling and supplying of, and dealing in, goods of all kinds;

- 4.2.3. the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
- 4.2.4. the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
- 4.2.5. the taking of such steps from time to time as the Board or the members in general meetings may deem expedient for the purposes of procuring contributions to the funds of the Association, whether by way of donations, subscriptions or otherwise;
- 4.2.6. the printing, publishing and distribution of documentation and social media as the Board or the members in general meeting may think desirable for the promotion of the objects and purposes of the Association;
- 4.2.7. the borrowing and raising of money in such manner and on such terms as the Board may think fit or as may be approved or directed by resolution passed as a general meeting;
- 4.2.8. The investment of any monies of the Association not immediately required for any of its objects or purposes in such manner as the Board may from time to time determine;
- 4.2.9. the making of gifts, subscriptions, or donations
- 4.2.10.the establishment and support or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
- 4.2.11.the purchase or acquisition, and undertaking of all or any part of the property, assets, liabilities and engagements of any association with which the Association may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Association; and
- 4.2.12.the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.

## **5. Powers of the Association**

- 5.1. The Association may without prejudice to the objects hereinbefore provided exercise the following autonomous powers
  - 5.1.1. To administer, manage, organise and control Tasmanian Little Athletics championships and such other Little Athletics championships competitions and events from time to time and to consider and determine all disputes, questions and matters arising thereout or in connection therefrom;

- 5.1.2. To frame and at any time to alter or revise rules regulating Tasmanian Little Athletic championships and such other Little Athletic championships competitions and events;
- 5.1.3. To give binding interpretation of the constitutions and rules of the affiliated Little Athletic Centres and to enforce the adoption and observance thereof by the affiliated Little Athletic Centres and all constituent and affiliated Clubs of such affiliated Little Athletic Centres;
- 5.1.4. To hear appeals by affiliated Little Athletic Centres their constituent clubs and registered members and to settle or arbitrate on disputes between affiliated Little Athletic Centres their constituent clubs and registered members in connection with any matter which may arise under the jurisdiction of the Association;
- 5.1.5. If necessary, define the districts or areas in which each affiliated Little Athletic Centre may operate.
- 5.1.6. To deal as it may deem appropriate with any affiliated Little Athletic Centre constituent club or registered member found guilty of contravening any of the rules of the Association or the ALA or “deliberately giving false or misleading evidence or concealing material evidence relating to any matter before the Association any board member or official of the Association;
- 5.1.7. To raise, obtain, acquire and otherwise procure funds by means of subscriptions or levies from the affiliated Little Athletic Centres or by any other method approved by the Association;
- 5.1.8. To make rules for any of the abovementioned purposes or for any other of the purposes or objects of the Association and from time to time to rescind, vary or add to such rules;
- 5.1.9. To admit such other Little Athletic Centres as affiliates to the Association upon such terms and conditions as the Association may in its absolute discretion determine;
- 5.1.10. To establish by secondment or otherwise sub-committees of the Association to carry out the objects of the Association in such areas or places in Tasmania as the Association or the board may from time to time require;
- 5.1.11. To do all such things as shall be incidental to the beforementioned powers of any of them or as may be necessary or expedient to give effect thereto or to enforce the same.
- 5.1.12. To make By-Laws in regard to the day to day operations of the Association ensuring that all such By-Laws in no way contradict this Constitution.

## **6. Affiliated Little Athletic Centres**

- 6.1. Each affiliated Little Athletic Centre shall forward to the TLAA Office of the Association :-

- 6.1.1. A financial statement and balance sheet, which shall close at the 31st day of March in each year. The Annual General Meeting of each affiliated Little Athletic Centre shall be held at least 14 days prior to the Annual General Meeting of the Association each year and the aforementioned financial statement and balance sheet shall be forwarded to the Tasmanian Little Athletic Association within seven days of that meeting.
- 6.1.2. Not later than the Thirty-first day of March in each year, all monies due by the affiliated Little Athletic Centre to the Association.
- 6.1.3. No later than seven (7) days prior to the Annual Meeting, supply the TLAA Office in writing the name of persons nominated by it as its delegate, i.e. delegate as a member of the Association for the period beginning on the first day of April in that year and ending on the thirty-first day of March in the following year.
- 6.2. Each affiliated Little Athletic Centre shall pay to the Association each year an affiliation fee.
- 6.2.1. The annual subscription payable by each affiliated Little Athletic Centre shall be determined each season by the Board.
- 6.2.2. The annual subscription of an affiliated Little Athletic Centre is due and payable on or before the first day of the financial year of the Association.
- 6.3. No club of an affiliated Little Athletic Centre shall arrange and no team of a club or of an affiliated Little Athletic Centre shall compete in any other State without the consent of the Association or the board first having been obtained.
- 6.4. Each affiliated Little Athletic Centre shall be registered with the Association under the following conditions :-
- 6.4.1. have its constitution and any changes approved by the Tasmanian Little Athletic Association Incorporated Board of Management;
- 6.4.2. Register, no later than seven (7) days prior to the Annual General Meeting each year, naming all clubs affiliated with it and forward all affiliation forms and fees;
- 6.4.3. seek approval from the board of intentions of the centre or any of its affiliated clubs to be dissolved or amalgamated prior to such event.
- 6.4.4. Not compete at a venue without prior approval of the Board of Management.
- 6.4.5. Only offer competition that is approved by the Association or Board of Management
- 6.4.6. Have its competition uniform approved by the Board of Management

## 7. Membership of Association

### 7.1. Voting Membership

- 7.1.1. One (1) Nominated Delegate from each affiliated Little Athletics Centre, who is not a member of the Association Board of Management.
- 7.1.2. Each affiliated Little Athletic Centre shall no later than seven (7) days prior to the annual meeting of the Association give notice in writing to the TLAA Office the name of the persons nominated by it as its representatives who shall hold office until the Thirty-first day of March in the following year.
- 7.1.3. In the event of the death, retirement, expulsion or election as an Officer or Board member of the Association of a delegate, the affiliated Little Athletic Centre shall forthwith give notice in writing to the TLAA Office of the nomination of its delegate to succeed the delegate who has so died, retired, been expelled or who has been elected as an Officer of Board Member of the Association.
- 7.1.4. Notwithstanding any other provisions to the contrary contained herein, each delegate shall remain a member of the Association from the time he is admitted to membership until his/her successor is so admitted.
- 7.1.5. An affiliated Little Athletic Centre may terminate the membership of its delegate by giving notice in writing of such termination to the Association.
- 7.1.6. A member shall cease to be a member of the Association and the TLAA Office shall make an appropriate entry in the Register of Members if the member:
  - 7.1.6.1. dies;
  - 7.1.6.2. resigns as a member by writing to the Association;
  - 7.1.6.3. is not nominated by such affiliated Little Athletic Centre to be its delegate for the following year;
  - 7.1.6.4. ceased to be a delegate by virtue of the termination of this membership or expulsion from the Association;
  - 7.1.6.5. if the right of such affiliated Little Athletic Centre to representation and affiliation with the Association is suspended excluded or forfeited by the Association.
  - 7.1.6.6. is expelled from the Association
- 7.1.7. In the event of the Association being wound up :



- 7.1.7.1. every voting member of the Association; and
- 7.1.7.2. every person who, within the period of twelve months immediately preceding the commencement of the winding up, was a voting member of the Association, is liable to contribute to the assets of the Association for payment of the debts or liabilities of the Association and for the costs, charges and expenses of the winding up and for the adjustment of the rights of the contributories among themselves such sum, not exceeding One Dollar (\$1.00) as may be required, but a former member is not liable so to contribute in respect of any debt or liability of the Association contracted after he ceased to be a member.

## 7.2. Non Voting Membership

- 7.2.1. Registered Little Athletes
- 7.2.2. Parents and or Guardians of Registered Little Athletes
- 7.2.3. All other members of Centre and Club Little Athletic Committees not included in above
- 7.2.4. All appointed members to sub committees
- 7.2.5. State Team Officials and other TLAA appointed position
- 7.2.6. Life Members of the Association

## 7.3. Life Membership

- 7.3.1. Life Membership is the highest honour which can be bestowed by the Association for longstanding and valued service to Athletics in Tasmania.
- 7.3.2. Any Member may forward a proposal for nomination for Life Membership to the Board of Management for their consideration.
- 7.3.3. On the nomination of the Board, any individual may be elected as a Life Member at any AGM by Special Resolution.
- 7.3.4. Nominations for Life Membership shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.
- 7.3.5. The By Laws will set out:
  - 7.3.5.1. current Life Members;
  - 7.3.5.2. the criteria to be met by Life Members;

7.3.5.3. the privileges and benefits of Life Membership; and

7.3.5.4. Cessation/Termination of Life Membership

7.3.6. At the time of adoption of this Constitution, the Life Members of the Association shall be those persons currently recognised by the Association as Life Members.

## **8. Income and Property of Association**

8.1. The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Association.

8.2. The Association shall not :-

8.2.1. appoint a person who is a member of the Board to any office in the gift of the Association to the holder of which there is payable any remuneration by way of salary, fees or allowances, or

8.2.2. pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).

8.3. Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the association or:-

8.3.1. remuneration in return for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member in the ordinary course of business;

8.3.2. interest at a rate not exceeding the interest rate charged by the Commonwealth Bank of Australia on unsecured overdraft accounts of similar amounts on monies lent to the association by the servant or member; or

8.3.3. a reasonable and proper sum by way of rent for premises let to the Association by the servant or member.

## **9. Banking and Finance**

9.1. The Board is required to develop and oversee a system to keep all general records, accounting books, details of assets, liabilities, receipts and expenditure connected with the operations and business of the Association in such form and manner as directed by this Constitution and any applicable Australian Law. The accounts, books, and records referred to shall be kept at the Association's office or at such other place as the Board may decide. Subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Board, records shall be open to the inspection of the members of the Association.

- 9.2. The Board shall cause to be opened with such bank as the Board selects banking accounts in the name of the Association into which all monies received shall be deposited as soon as possible after receipt. All Association accounts require a minimum of two Director's signatures for transaction purposes. Electronic transactions must also be undertaken with two separate Director authorisations.
- 9.3. The Board may receive from the Association's bank or bankers for the time being the cheques drawn by the Association on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Association.
- 9.4. The Board may authorise the issue of a credit card to a Board Member for the purpose of expediting payments for authorised purchases or expenses. The card must be issued in the name of the Association and its issue must be approved in the minutes of the Board, together with the setting of the credit limit on the account. A Board member issued with a credit card must observe all Board expense policy requirements.
- 9.5. All cheques, electronic transactions and credit card expenses must be ratified by the Board at its next meeting. Transactions not ratified will be the responsibility of the Director that incurred them.

## **10. Auditor**

- 10.1. At its first meeting post the AGM, the Board will appoint an Auditor. This appointment will be reviewed annually.
- 10.2. The auditor may only be removed from office by special resolution.
- 10.3. If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Board may appoint a person as the auditor and the person so appointed shall hold office until the Board Meeting post the next AGM. .

## **11. Audit of Accounts**

- 11.1. Once at least in each financial year of the Association, the accounts of the Association shall be examined by the auditor.
- 11.2. The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the annual general meeting.
- 11.3. In his/her report, and in certifying to the accounts, the auditor shall state :-
- 11.3.1. whether he has obtained the information required by him;

11.3.2. whether in his/her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at his/her disposal and the explanations given to him and as shown by the books of the Association; and

11.3.3. whether the rules relating to the administration of the funds of the Association have been observed.

11.4. The public officer of the Association shall cause to be delivered to the auditor a list of all the accounts, books and records of the association.

11.4.1. The auditor:

11.4.2. has a right to access the accounts, books, records, vouchers and documents of the Association;

11.4.3. may require from the servants of the Association such information and explanations as may be necessary for the performance of his/her duties as auditor;

11.4.4. may employ persons to assist him/her in investigating the accounts of the Association; and

11.4.5. may, in relation to the accounts of the Association, examine any member of the committee or any servant of the Association.

## **12. Annual General Meeting**

12.1. The Association shall no later than the month of June in each year, hold an annual general meeting.

12.2. The annual general meeting shall be held on such day and location as the Board may determine;

12.3. The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

12.4. The annual general meeting shall be specified as such in the notice convening it.

12.5. The ordinary business of the annual general meeting shall be :-

12.5.1. to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;

12.5.2. to receive from the auditor, and Board Members of the Association, reports upon the transactions of the Association during the last preceding financial year;

12.5.3. to elect the officers of the Association and the Board members.

12.6. The annual general meeting may transact special business for which notice is given in accordance with these rules.

12.7. All general meetings other than the annual general meeting shall be called special general meetings.

### **13. Special General Meeting**

13.1. The board may, whenever it thinks fit, convene special general meetings of the Association.

13.2. Voting Members may convene a General Meeting in accordance with the Act.

13.3. A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Association and may consist of several documents in the like form each signed by one or more of the requisitionists.

13.4. If the Board does not cause a special general meeting to be held within twenty-one days from the date on which a requisition therefore is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.

13.5. A special general meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as near as possible as that in which those meetings are convened by the Board, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.

### **14. Notices of General Meeting**

14.1. At least 42 days prior to the proposed date of the AGM, the EO will request from Voting Members notices of motions, which must be received no less than 28 days prior to the AGM.

14.2. The Public Officer, or President of the Association or in absence of the President, the Vice President, shall, at least twenty-one days before the date fixed for holding a general meeting of the Association, cause to be inserted in at least one newspaper published in this State, an advertisement specifying the place, day, and time for the holding of the meeting, and the nature of the business to be transacted thereat

14.3. It shall not be necessary to advertise notice of those meetings in a newspaper if the Public Officer or President of the Association, or in absence of the President, the Vice President has, at least twenty-one days before the general meetings, given notice in writing of the date, time and place of those meetings to the Secretary of the affiliated Little Athletic Centres.

### **15. Business and Quorum at General Meetings**

15.1. The Chair:

15.1.1. has charge of the general conduct of the meeting and of the procedures to be adopted;

15.1.2. may require the adoption of any procedure which in his opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and

15.1.3. may, having regard where necessary to the Corporations Act 2001 (Cth), terminate discussion or debate on any matter whenever he consider it necessary or desirable for the proper conduct of the meeting.

15.2. A decision by the Chair under this clause 15.1 is final.

15.3. All business that is transacted at special general meetings and all business that is transacted at the annual general meeting, with the exception of that specially referred to in these rules as being the ordinary business of the annual general meetings, shall be deemed to be special business.

15.4. No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.

15.5. 50% of members personally present (being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.

15.6. If within 30 minutes after the appointed time for the commencement of a general meeting a quorum is not present the meeting shall be dissolved; and it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting the meeting shall be dissolved.

## **16. President to Preside at General Meetings**

16.1. The President shall preside as Chair at every general meeting of the Association.

16.2. If the President is absent from the general meeting the Vice President shall preside as Chair thereat.

## **17. Adjournment of General Meeting**

17.1. The Chair of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

17.2. Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.

17.3. Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **18. Determination of Questions arising at General Meetings**

18.1. A question arising at a general meeting of the Association shall be determined on show of hands and unless before or on the declaration by the Chair that a resolution has, on a show of hands, been carried, or carried unanimously or carried by a particular majority, or lost, and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **19. General Meeting Votes**

19.1. Upon any question arising at a general meeting of the Association, a member has one vote only.

19.2. All votes shall be given personally.

19.3. In the case of an equality of voting, a second vote will be held. If equality remains the motion will not be passed. If the voting equality arises with respect to election of Board members, the position will become a casual vacancy.

19.4. For the avoidance of doubt, the Chair does not have a casting vote where voting is equal. The item is forfeited if a majority cannot agree.

19.5. Directors are prohibited from voting at General Meetings.

## **20. Taking of Poll**

20.1. If at a meeting a poll on any question is demanded it shall be taken at that meeting in such manner as the Chair may direct, and the result of the poll shall be deemed to be the resolution.

20.2. A poll that is demanded on the election of a Chair, or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chair may direct.

## **21. Affairs of Association to be managed by the Board**

21.1. The affairs of the Association shall be managed by a Board of Management constituted as provided in rule 24.

21.2. The board :

21.2.1. shall control and manage the business and affairs of the Association;

21.2.2.may, subject to these rules, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Association; and

21.2.3.subject to the Act and these rules, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

## **22. Officers of the Association**

22.1. The officers of the Association shall be up to six (6) elected directors and up to two (2) appointed directors.

22.2. The Board will endeavour to appoint appropriate personnel with various skill sets in portfolios including, but not limited, Governance, Education (Athletes, Volunteers and Coaches) Finance, Business Development, Technical Knowledge and Business Management.

22.3. The Board will endeavour, in the interests of gender diversity, to strive for a minimum of 40% diversity.

22.4. At the Board Conference, which must be conducted no more than four (4) weeks after the AGM, the Board will meet to appoint a President and a Vice President as well as assign portfolios to all directors in accordance with individual skill sets and TLAA requirements. Portfolio assignments will be recorded within the minutes and advised to all members of the Association. These assignments will operate on an annual basis and will be reviewed at either the next Board Conference or when a specific director vacates office. Where the President is unable to perform any of their duties as President as set out in this Constitution, the Vice President shall (subject to this Constitution) perform such duties.

22.5. In the event of a casual vacancy in the office mentioned in clause 22.1, the Board may seek nominations from interested members or any other persons for the vacant office. Nominations shall be made in accordance with clause 23.1.

22.5.1.Regardless of the number of nominations, a postal ballot/anonymous email survey will be held with all those members of the Association eligible to vote. The ballot to be conducted in such usual and proper manner as the Board may direct.

22.5.2.If no nominations are received, the Board may appoint a person to fill the casual vacancy. This power can only be exercised in the appointment of two casual vacancies.

22.5.3.The member so appointed or elected to fill the casual vacancy may continue in office until the Annual General Meeting, where this position would be due for election as per 24-(3) (I).

22.6. At any Board Meeting, the elected directors may appoint up to two Directors to address individual skill set needs and TLAA requirements. Appointments will be recorded within the minutes and advised to all members



of the Association. These appointments will operate on an annual basis and will cease at the next AGM or when an appointed director vacates office (whichever occurs first).

## **23. Election of Members of the Board**

23.1. Nominations of candidates for election as officers of the Association or as Board Members :-

23.1.1. shall be made in writing, on the nomination form provided by the TLAA Office of the Association, and accompanied by the written consent of the candidate, together with the name, address, signature and telephone number of the witness.

23.1.2. shall be delivered to the TLAA Office of the Association at least 30 days prior to the date fixed for the holding of the annual general meeting.

23.2. Regardless of the number of nominations received for each vacancy on the Board, a ballot shall be held.

23.3. The ballot for the election of officers and ordinary Board Members shall be conducted at the annual general meeting in such usual and proper manner as the Chair may direct.

23.4. Preferential voting process will be applied in the manner of 1 for the first preference, 2 for the second preference and so on. All nominees are to receive a preference. The nominees with the lowest scores will be elected into vacant director positions. In case of a tie for any position(s), a re-vote will be held.

23.5. A person, once elected or appointed to a position on the TLAA Board of Management, must cease to hold a position on the committee of an affiliated Centre and/or Club within two (2) weeks of election, or by the next Annual General Meeting of that affiliated Centre, whichever is the sooner.

23.6. Following the adoption of this Constitution, Elected Directors shall be elected in accordance with this Constitution for a term of 3 years, which shall commence from the conclusion of the General Meeting at which the election occurred until the conclusion of the third Annual General Meeting following.

23.6.1. Two Elected Directors shall retire the first year after election.

23.6.2. Two Elected Directors shall retire the second year after election.

23.6.3. The remaining two Elected Directors shall retire the third year after election, until the six Elected Directors have retired, after which those Elected Directors elected to the vacancies after the first year shall retire and so on.

23.6.4. The Elected Directors to retire and the year in which they retire will be determined by the Board.

23.6.5. If the Board cannot agree, retirements will be determined by lot.

23.6.6. Notwithstanding any other clause, should any adjustment to the term of Elected Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board.

23.6.7. For the avoidance of doubt, any part of a term shall be deemed a full term for the purposes of this clause.

23.6.8. Following the adoption of this Constitution, no person who has served as an Elected Director for a period of 3 consecutive terms (no more than 9 years) shall be eligible for re-election as a Director until the third Annual General Meeting following the date of conclusion of their last term as a Director.

## **24. Vacation of Office**

24.1. For the purpose of these rules, the office of an officer of the Association or of a Board Member becomes vacant if the officer or Board Member:

24.1.1. dies;

24.1.2. becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his/her creditors, or makes any assignment of his/her estate for their benefit;

24.1.3. becomes of unsound mind;

24.1.4. resigns his/her office by writing under his/her hand addressed to the Board;

24.1.5. ceases to be resident in the State;

24.1.6. fails, without leave granted by the Board, to attend three consecutive meetings of the Board;

24.1.7. ceases to be a member of the Association; or

24.1.8. fails to pay all arrears of subscription due by him within fourteen days after he has received a notice in writing signed by the public officer stating that he has ceased to be a financial member of the Association.

## **25. Meetings of the Board**

25.1. The Board shall meet wherever possible at least eight times per year in accordance with a pre determined timetable.

25.2. Special meetings of the Board may be convened by the President, or in absence of the President, the Vice President or any four of its members.

- 25.3. Notice shall be given to members of the Board of any special meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.
- 25.4. 51% of those members duly elected/appointed to the Board constitute a quorum for the transaction of the business of a meeting of the Board. Members may attend in person or via electronic means.
- 25.5. No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.
- 25.6. At meetings of the Board the President shall preside. In the event of the President not being in attendance, the Vice President shall preside.
- 25.7. Questions arising at meetings of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 25.8. Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote. If a majority cannot agree on an issue then the issued should be forfeited. There will be no casting vote for the person presiding over the meeting.
- 25.9. Written notice of each board meeting shall be served on each member of the Board by delivering it to him/her, via email, at least two weeks prior to the meeting.

## **26. Conflicts of Interest**

- 26.1. A member of the Board who is interested or potentially interested in any contract or arrangement proposed to be made with the Association shall disclose his/her interest at the commencement of each Board meeting. The Board will then consider this declaration and either (a) dismiss it on the basis of no case to answer or (b) enter it into the Conflict of Interest register. The Board can also agree to defer the decision until specialist advice obtained. The member who has declared the conflict shall not vote until such advice is obtained.
- 26.2. If the member of the Board becomes interested in a contract or arrangement after it is made or entered into he/she shall disclose his/her interest at the first meeting of the Board after he/she becomes so interested. The Conflict of Interest register will then be duly amended.
- 26.3. No member of the Board shall vote as a member of the Board in respect of any contract or arrangement in which he/she is interested and if he/she does so vote his/her vote shall not be counted.
- 26.4. Board minutes will record all outcomes of this element.

## **27. Sub-Committees**

- 27.1. The Board may at any time appoint a sub-committee from the Board as it may think fit.
- 27.2. The Board is required to establish Terms of Reference for any Sub-committee. These Terms of Reference will include the purpose, authority, composition (inclusive of the appointment of the Chair), reporting requirements and relationship to the Board.
- 27.3. The Board may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Association, but a person so co-opted is not entitled to vote.
- 27.4. Two appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee.
- 27.5. The public officer of the Association is responsible for calling meetings of a sub-committee.
- 27.6. Written notice of each sub-committee meeting shall be served on each member of the sub-committee by delivering it to him at a reasonable time before the meeting or by sending it by post in a prepaid letter addressed to him at his/her usual or first known place of abode in time to reach him in due course of post before the date of the meeting.

## **28. Financial Year**

- 28.1. The financial year of the Association is the period beginning on the first day of April in each year and ending on the thirty first day of March next following.

## **29. Constitution Amendment and By-Laws**

- 29.1. The Association may by a seventy-five percent majority make rules not inconsistent with nor repugnant to the spirit of these presents for the purpose of giving full effect to the objects and purposes of the Association.
- 29.1.1. By-laws of the Association can be made and/or amended by 75% majority of the Board of Management or those entitled to vote at a Special General Meeting, Annual General Meeting or State Conference.
- 29.2. The TLAA Office of the Association shall keep (available for inspection of any member of the Association at all reasonable times) an official By-Law Book comprising these presents and all Rules made hereunder;
- 29.3. As soon as may be after any amendment alteration or repeal of or addition to any article or rule the TLAA Office shall cause a true printed or type-written copy of the full text thereof to be inserted and thereafter included and maintained in the By-Law Book together with a note as to the date of the relevant resolution.
- 29.4. Alterations to the Constitution must be made at the Association Annual General Meeting or any Special General Meeting called for this purpose or State Conference;

29.5. Motions requesting alterations to the Constitution must be made in the following format. (i) The existing clauses must be stated including all number references (ii) The proposed motion must be stated.

### **30. Notices**

30.1. A notice may be served by or on behalf of the Association upon any member either personally or by sending it through the registered mail addressed to the member at his/her usual or last known place of abode.

### **31. Grievances And Discipline Of Members**

31.1. All Members will be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Association whether under the By-Laws or under this Constitution.

31.2. Subject to clause 29, the Board may make By-Laws:

31.2.1. for the hearing and determination of:

31.2.1.1. grievances by any Member who feels aggrieved by a decision or action of the Association (or a Voting Member provided that all avenues of appeal available under the constitution of the relevant have been exhausted); and

31.2.1.2. disputes between Members relating to the conduct or administration of the Sport;

31.2.1.3. for the discipline of Members;

31.2.1.4. for the formation and administration of an Appeals Tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question; and

31.2.1.5. for the termination of Members.

31.3. The Board in its sole discretion may refer an allegation (which in the opinion of the Board is not vexatious, trifling or frivolous) by a complainant (including but not only a Director or a Member) that a Member has:

31.3.1. breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any other resolution or determination of the Board or any duly authorised committee; or

31.3.2. acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Association and/or the Sport; or

31.3.3. prejudiced themselves, the Association or the Sport or brought themselves, the Association or the Sport into disrepute,

- 31.4. A referral undertaken in accordance with clause 31.3 is to be investigated or determined either under the procedures set down in the By-Laws or by such other procedure and/or persons as the Board considers appropriate.
- 31.5. During investigatory or disciplinary proceedings under this clause, a respondent, may not participate in the Sport, pending the determination of such proceedings (including any available appeal) unless the Board decides continued participation is appropriate having regard to the matter at hand.
- 31.6. The Board need not act under this clause in respect of any appeal or other matter until satisfied that all avenues of appeal and/or hearing at Voting Member level have been exhausted first.
- 31.7. The Board may include in any By-Laws a final right of appeal to an independent body outside the control of the Sport.

## **32. Seal of the Association**

- 32.1. The seal of the Association shall be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".
- 32.2. The seal of the Association shall not be affixed to any instrument except by the authority of the Board, and the affixing thereof shall be attested by the signatures of either or any two of the officers of the Association and that attestation is sufficient for all purposes that the seal was affixed by authority of the Board.
- 32.3. The seal shall remain the custody of the public officer.

## **33. Appointment of Public Officer**

- 33.1. The position of Public Officer shall be elected from the Board of Management, by the Board of Management within 28 days of the AGM. The Public Officer must be a Director of the Association.