

# **Constitution**

## **Western Australian Institute of Sport Inc.**

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WESTERN AUSTRALIAN INSTITUTE *of* SPORT

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## **PART 1**

### **Name**

The name of the Association shall be the "Western Australian Institute of Sport (Incorporated) ".

## **PART 2**

### **Interpretation**

In this Constitution unless the context requires otherwise:

- 2.1** "The Institute" means the Western Australian Institute of Sport;
- 2.2** "Board" means the Board of Management;
- 2.3** "Member" means a member of the Institute and of the Board of Management;
- 2.4** "Executive Director" means Chief Executive Officer

## **PART 3**

### **Objects**

The Objects for which the Institute is established are:

- 3.1** To provide opportunities for talented Western Australian sports persons to achieve excellence in high performance sport from within their home environment;
- 3.2** To provide opportunities for talented Western Australians to further develop their sporting careers in association with or as part of their education or work;
- 3.3** To promote sporting meetings for the purpose of developing the personal skills and levels of excellence of WA's sports people;
- 3.4** To equip a sport science laboratory and design sport science programs and testing that will assist the development of sporting excellence;
- 3.5** To conduct applied research that will assist the development of sporting excellence;

- 3.6 To provide and disseminate sport science information and literature;
- 3.7 To provide and develop coaching resources, facilities and information and to make the same available to assist the development of sporting excellence;
- 3.8 To assist, where possible, talented sports people of other countries who may be engaged in competition or training in WA;
- 3.9 To seek and administer funds to be used to develop and promote sporting excellence amongst Western Australian individuals and teams through the provision of travel, competition, equipment, information or any other requirement.
- 3.10 To promote and encourage participation in sport from members of the Western Australian community.
- 3.11 To assist or advance community based sporting projects or events.

## **PART 4**

### **Powers**

- 4.1 Subject to this Constitution the Institute shall have power to do all such acts and things whether solely or in conjunction with any person or persons as are considered necessary incidental or conducive to the attainment of the Objects of the Institute or any of them. All such powers may be exercised by the Board at a meeting of the Institute and shall include the following powers.
- 4.2 The purchase, take on lease or in exchange hire and otherwise any lands, building, easements or property real and personal and any rights or privileges which may be requisite for the purpose of or capable of being used in connection with any of the Objects of the Institute;
- 4.3 To enter into any agreements or arrangements with any Government or authority, statutory, municipal, local or otherwise or any other person or body of persons whether incorporated or not that may seem conducive to the Objects of the Institute or any of them and to obtain from any such Government, authority, person or body of persons any grants, rights, privileges and concessions which the board might think it desirable to obtain and to carry out, exercise and comply with any such agreements or arrangements, rights, privileges or concessions;
- 4.4 To appoint, employ, remove or suspend such managers, clerks, secretaries and other persons as may be necessary or convenient;
- 4.5 To delegate to the Executive Director or other appropriate person or persons those powers or responsibilities it considers appropriate;
- 4.6 To invest and deal with the money of the Institute not immediately required in such manner as may be permitted by law for the investment of trust funds;

- 4.7 To borrow or raise or secure the payment of money in such manner as the Institute may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Institute in any way;
- 4.8 To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of land and other negotiable instruments;
- 4.9 To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Institute;
- 4.10 To take any gift or property whether subject to any special trust or not for any one or more of the Objects of the Institute;
- 4.11 To print and publish any newspapers, periodicals, books, leaflets or other literature that the Institute may think desirable for the promotion of its Objects;
- 4.12 To do all such other things as are incidental or conducive to the attainment of the Objects and the exercise of the powers of the Institute;
- 4.13 To act as the trustee for any foundation or project that may be established to promote and develop excellence in sport.

## **PART 5**

### **Property & Income**

- 5.1 The income and property of the Institute shall be applied solely toward the promotion of its Objects and no part thereof shall be paid or transferred, directly or indirectly, by way of profit to the Members of the Institute or any of them PROVIDED THAT reasonable remuneration may be paid in good faith to any servant of the Institute in return for services actually rendered but so that (with the exception of the office of the Executive Director and Chairperson) no trustee, officer or member of the Institute shall be appointed to any salaried office of the Institute and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any trustee officer or member of the Institute except reimbursement of reasonable expenses incurred in carrying out duties in furtherance of the Objects of the Institute.

## **PART 6**

### **Membership**

**6.1** There shall be not more than eleven (11) members of the Institute comprising:

- 6.1.1** The Chairperson, the Deputy Chairperson and the Executive Director of the Institute. The Executive Director's position shall be Ex-officio;
- 6.1.2** The Director General of the Department of Sport and Recreation or other administrative body having responsibility for Sport and Recreation from time to time, or in the event that he or she does not wish or is unable to hold membership, the Minister's appointee from such Department or administrative body. This position shall be Ex-officio;
- 6.1.3** Such other persons as are appointed members as herein provided;
- 6.1.4** The members of the Institute shall retire upon the expiration of the term of their appointment;
- 6.1.5** A retiring member shall be eligible for re-appointment.

## **PART 7**

### **Register of Members and Access to Register**

- 7.1** The Director shall establish and maintain a register of members of the Institute specifying the name and address of each person who is a member of the Institute together with the date on which the person became a member in accordance with section 27 of the Act.
- 7.2** The register of members shall be kept at the principal place of administration of the Institute and shall be open for inspection, free of charge, by any member of the Institute at any reasonable hour.

## **PART 8**

### **Fee**

- 8.1** A member of the Institute shall, upon admission to membership, pay to the Institute a fee of \$1.00 or, where some other amount is determined by the Board, of that other amount.

## **PART 9**

### **Appointment of Members**

- 9.1** The Minister of the Government of Western Australia having responsibility for Sport and Recreation from time to time ("The Minister") shall appoint the Chairperson of the Institute in replacement of the Chairperson retiring or otherwise ceasing to be a member. The Minister shall notify the Institute of such an appointment in writing;
- 9.2** Except for the Ex-officio appointments identified in Part 6 of this Constitution, the Minister shall appoint the members of the Institute in replacement of members retiring or otherwise ceasing to be members. The Minister shall notify the Institute of such appointments in writing;
- 9.3** All ministerial appointments shall be for a term as determined by the Minister but not exceeding three (3) years;
- 9.4** The members of the Institute shall retire upon the expiration of the term of their appointment. A member's term shall remain valid until the Minister confirms the date of re-appointment or retirement in writing to the member and the Institute;
- 9.5** A retiring member shall be eligible for re-appointment;
- 9.6** The Board shall elect a Deputy Chairperson for a period not exceeding three (3) years;
- 9.7** The Board shall be responsible for the appointment of the Executive Director of the Institute;
- 9.8** The Executive Director shall hold office for such term as the Board determine on appointment but not exceeding five (5) years;
- 9.9** A retiring Executive Director shall be eligible for re-appointment;
- 9.10** The Minister may terminate the appointment of a member at the request of such member;

**9.11** The Board shall delegate responsibility for all staff appointments to the Executive Director.

## **PART 10**

### **Board**

- 10.1** The affairs of the Institute shall be managed by the Board which shall comprise a maximum of eleven (11) members consisting of a Chairperson, a Deputy Chairperson, seven (7) other members and the Director General of the Ministry of Sport & Recreation (Ex-officio) and the Executive Director (Ex-officio). All members, except the two Ex-officio appointments, shall be appointed by the Minister;
- 10.2** The Board may from time to time appoint committees and may delegate any of its powers to such committees as the Board deems appropriate. Any such committee shall abide by any rules, regulations or directions as determined by the Board.

## **PART 11**

### **Meetings**

- 11.1** Board meetings of the Institute shall be held at such place and upon such day at such hour as the Board may from time to time determine but not less than eight (8) times per annum;
- 11.2** Notice of all meetings of the Board shall be given by the Chairperson to its members orally, by letter or facsimile at least seven (7) days in advance of the meeting date;
- 11.3** At any Board meeting five (5) members of the Board shall form a quorum;
- 11.4** The Chairperson of the Board shall preside as Chairperson every Board meeting or meeting of the Institute and in his/her absence or unwillingness to act, the Deputy Chairperson shall preside as Chairperson. In the event of the absence or unwillingness of the Deputy Chairperson to preside at such meeting, the members present shall elect one of them to be Chairperson of the meeting;
- 11.5** The Annual General Meeting of the Institute shall be held at such time and place as the Board may determine, having regard for the requirements of the Financial Administration and Audit Act, for the following purposes:
- 11.5.1** To receive the Institute's Annual Financial Statements;



**11.5.2** To endorse the Annual Report to the Government of Western Australia.

**11.6** An Extraordinary General Meeting may be called:

**11.6.1** By the Chairperson;

**11.6.2** At the request of five (5) members of the Board.

**11.7** At any Extraordinary General Meeting seven (7) members of the Board shall form a quorum;

**11.8** Fourteen (14) days notice in writing stating the date, time and place of such meeting and the nature of the business to be conducted at the Extraordinary General Meeting shall be given to all members of the Institute.

## **PART 12**

### **Voting**

**12.1** Every member personally present at a Board meeting shall be entitled to one (1) vote. Voting shall be by a show of hands. In the event of a tie, the Chairperson shall have a second or casting vote;

**12.2** At any Board meeting the Chairperson shall declare that a Resolution has been carried or carried by a particular majority or lost and an entry to that effect in the Minutes Book of the Institute shall be sufficient evidence of such fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution;

**12.3** No proxy voting shall be allowed at any meeting of the Institute.

## **PART 13**

### **Expulsion from the Institute**

**13.1** It shall be the duty of the Board if at any time it is of the opinion that the interests of the Institute so require, to notify by letter any member to withdraw within a time specified in such letter and in default of such rule to submit the question of expulsion of such member to an Extraordinary General Meeting held within one (1) month after the date of such letter;

**13.2** At such meeting the member whose expulsion is under consideration shall be allowed to offer explanation verbally or in writing and if thereupon three-quarters of the members of the Institute then present shall vote for expulsion the Board shall recommend to the Minister such member shall thereupon be expelled and shall forfeit all privileges.

## **PART 14**

### **Minutes**

- 14.1** Minutes of proceedings of every Board meeting and any other meeting shall be entered and kept in a book which when signed by the Chairperson of the meeting in question shall be conclusive evidence of the proceedings and shall be binding on members.

## **PART 15**

### **Management of Funds and Signing of Cheques**

- 15.1** The funds of the Institute shall be used in pursuance of the objects of the Institute in such manner as the Board determines.
- 15.2** All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by any two members of the Board or in such other manner as the Institute may determine from time to time.

## **PART 16**

### **Custody**

- 16.1** The custody of books, documents and securities the property of the Board shall be, in the absence of any other delegation, in the Executive Director.

## **PART 17**

### **Inspection**

- 17.1** All books and documents of the Institute shall, in the absence of a directive by the Board be available for inspection by any member of the Institute on reasonable notice to the Executive Director. Such documents may be photocopied but not removed from the Institute office.

## **PART 18**

### **Seal**

- 18.1** The Institute shall provide for the safe custody of its seal which shall only be used by the authority of the Board or of a sub-committee of members of the Board authorised in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the sub-committee and shall be countersigned by the Executive Director or by a second member of the Board.

## **PART 19**

### **Accounts**

- 19.1** The Institute shall cause proper accounting and other records to be kept.

## **PART 20**

### **Pecuniary Interest**

- 20.1** Where a member of the Board has a pecuniary interest in a matter which is before a General Meeting or a meeting of the Board for discussion, that member shall declare the nature of that interest and shall not take part in any deliberation or decisions of the Board in respect of that matter.

## **PART 21**

### **Indemnity**

- 21.1** Every member, Executive Director and other officer for the time being of the Institute shall be indemnified out of the assets of the Institute against any liability incurred in such capacity in defending any proceedings, whether civil or criminal in which judgment is given in his or her favour or in which he or she is acquitted or in which relief is granted by the Court in respect of any negligence, default, breach of duty or breach of trust. Any of such persons acting in relation to the affairs of the Institute shall likewise be indemnified out of the assets of the Institute from and against all actions, claims, demands, costs and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty with or for the Institute except such (if any) by or through their own wilful neglect or default.

## **PART 22**

### **Liability**

- 22.1** No trustee officer or member of the Institute shall as such upon and after the incorporation of the Institute be under any personal liability to any creditor of the Institute beyond the property of the Institute in his or her hands.

## **PART 23**

### **Dissolution**

- 23.1** An Extraordinary General Meeting of the Institute may by the votes of at least 75% of all the members present and voting resolve to dissolve the Institute.
- 23.2** In the event of the Board resolving to recommend the dissolution of the Institute, all staff contracts entered into by the Board will be honoured and paid out in accordance with the Institute's terms and conditions of employment by the Minister. The Surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

## **PART 24**

### **Interpretation of the Constitution**

- 24.1** Should any question arise as to the interpretation of this Constitution, such questions shall be decided at a Board meeting of the Institute which decision shall be final and binding.

## **PART 25**

### **Amendment**

- 25.1** This Constitution may be amended by a three-quarter majority of those present and entitled to vote at a Meeting on a motion of which seven (7) days notice has been given.