

Oceania Athletics Association Inc Constitution

Adopted on

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8 May 2009

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Note – words used in this Constitution are defined at the end of the Constitution in rule 32

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Oceania Athletics Association Incorporated Constitution

Part I – Name, Objects and Powers

1. Name, Registered Office and Status

- 1.1 The name of the Association is the Oceania Athletics Association Incorporated (“Association”), also referred to as OAA.
- 1.2 The registered office of the Association shall be in Queensland, Australia at a place determined by the Council.
- 1.3 The Association is an incorporated association incorporated under the Act.
- 1.4 The official language of the Association shall be English. Official documents and texts shall be written in the English language.

2. Objects

- 2.1 The objects of the Association are to:
 - a. Be the governing body for fostering Athletics in Oceania as an Area Association of the IAAF;
 - b. Promote, develop, enhance, foster and protect Athletics (comprising of track & field, road running, race walking, cross country running and mountain running) in Oceania;
 - c. Encourage participation in Athletics at all levels throughout Oceania regardless of age, gender or race;
 - d. Strive to ensure that no gender, race, religious, political or other kind of unfair discrimination exists, continues to exist, or is allowed to develop in Athletics in Oceania in any form, and that all may participate in Athletics regardless of their gender, race, religious or political views or any other irrelevant factor;
 - e. Establish and enforce its rules and regulations governing Athletics, and to ensure in all competitions in Oceania, whether sanctioned by the IAAF, the Association or a Member, that such rules and regulations shall be applied in accordance with their terms;
 - f. Supervise and enforce the obligations of its Members;

- g. Create and enforce a mechanism whereby all disputes in Athletics within Oceania, and disputes about the rights of its Members conferred by this Constitution, are resolved by hearing bodies that comply with the principles of natural justice, this Constitution, the IAAF Constitution, the IAAF Regulations and the IAAF Rules;
- h. Promote fair play in sport, in particular, to play a leading role in Oceania in the fight against doping both within Athletics and externally in the wider sporting community and, either itself or through an appropriate authority, to develop and maintain programmes of detection, deterrence and education which are aimed at the eradication of doping in sport;
- i. Foster and support the development of Athletics in Oceania and the dissemination of technical, medical, logistical, financial and other information which achieves this aim to its Members;
- j. Represent the Association on the IAAF Council, and as an Area Association of the IAAF, and to abide by the IAAF Constitution, the IAAF Rules and the IAAF Regulations, and liaise with the IAAF and other national Athletics organisations internationally;
- k. Foster and develop links with other Area Associations of the IAAF as well as other sports federations and central and local governmental agencies in order to promote the interests of sport in general, and Athletics in particular, at all levels throughout Oceania;
- l. Stage Oceania Athletics championships and other Oceania Athletics events, and to stage, organise and promote other Athletics championships, competitions or events the Association considers would be desirable;
- m. Establish, maintain, manage and operate any Athletic facilities, programmes or initiatives, to ensure the continued development and performance of Athletics in Oceania either on its own initiative or under the authority of the IAAF or any other person or organisation; and;
- n. Promote the rights of the Association towards the achievement of these objects.

3. Powers

- 3.1 **Powers:** Subject to this Constitution, and the IAAF Constitution, the Association has the power, to do the following:
- a. Make, alter, rescind, and enforce this Constitution, and any Regulations, rules, policies and procedures for the governance, management and operation of the Association;
 - b. Determine, implement and enforce, Regulations, rules, policies and procedures including sanctions and penalties applicable to its Members;
 - c. Determine its membership including withdrawing, suspending or terminating Members;

- d. Purchase, lease, hire or otherwise acquire, hold, manage, maintain, insure, sell or otherwise deal with property and other rights, privileges and licences;
- e. Control and raise money including borrow, invest, loan or advance monies and secure the payment of such money by way of mortgage or charge over all or part of any of its property and enter into guarantees;
- f. Sell, lease, mortgage, charge or otherwise dispose of any property of the Association and grant such rights and privileges over such property as it considers appropriate;
- g. Determine, raise and receive money by subscriptions, donations, fees, levies, entry or usage charges, sponsorship, government funding, community funding or otherwise;
- h. Produce, develop, create, license and otherwise exploit, use and protect the Intellectual Property of the Association;
- i. Enter into, manage and terminate contracts or other arrangements with employees, sponsors, and other persons and organisations to fulfil the objects of the Association;
- j. Make, alter, rescind and enforce rules of Athletics competitions subject to the IAAF Constitution, the IAAF Regulations and the IAAF Rules;
- k. Organise and control Athletics competitions, events and programmes in Oceania;
- l. Select Oceania and other representative athletes and teams;
- m. Assign functions to and/or enter into agreements with governmental organisations; anti-doping authorities, and any other organisations or bodies in order to fulfil the objects of the Association;
- n. Delegate powers, functions and duties of the Association to the President, Council, committees, sub-committees, commissions, or any other person;
- o. Establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of the Association and for that purpose to utilise any of the assets of or held on behalf of the Association;

- p. Purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated associations or organisations whose activities or objects are similar to those of the Association or with which the Association is authorised to amalgamate or generally for any purpose designed to benefit Athletics in Oceania;
- q. Establish, maintain, manage and operate any Athletic facilities, programmes or initiatives either on its own initiative or under the authority of the IAAF or any other person or organisation; and,
- r. Any other acts or things that are incidental or conducive to the attainment of the objects of the Association.

Part II – Membership

4. Members

- 4.1 The members of the Association shall be:
 - a. National Governing Body Members as described in rule 5;
 - b. Associate Members as described in rule 6; and,
 - c. Life Members as described in rule 7.

5. National Governing Body Members

- 5.1 Any National Governing Body for Athletics in any Country or Territory in Oceania that becomes a member of the IAAF, shall by virtue of that membership become a National Governing Body Member of the Association, subject to compliance with this Constitution, the Regulations, policies and procedures of the Association, the IAAF Constitution, the IAAF Regulations, the IAAF Rules, and the applicable IAAF's policies and procedures. The National Governing Body Members at the time this Constitution came into force are:
 - a. American Samoa Track and Field Association
 - b. Athletic Solomons
 - c. Athletics Australia
 - d. Athletics Cook Islands
 - e. Athletics Fiji
 - f. Athletics Marshall Islands
 - g. Athletics Nauru
 - h. Athletics New Zealand
 - i. Athletics Norfolk Island

- j. Athletics PNG
- k. Athletics Samoa
- l. Federated States of Micronesia Athletic Association
- m. Federation d'Athlétisme de Polynésie Française
- n. Guam Track And Field Association
- o. Kiribati Athletics Association
- p. Northern Mariana Athletics
- q. Palau Track And Field Association
- r. Tonga Athletics Association
- s. Tuvalu Athletics Association
- t. Vanuatu Athletic Federation

5.2 Any National Governing Body for Athletics in any Country or Territory in Oceania that is not a member of the IAAF must apply for membership of the IAAF (in accordance with the IAAF Constitution) and be granted such membership by the IAAF, in order to become a National Governing Body Member of the Association.

6. Associate Membership

- 6.1 Any organisation which is not a National Governing Body Member, but which is either:
- a. a National Governing Body for Athletics in any Country or Territory in Oceania that is not a member of the IAAF but is eligible to be a member of the IAAF; or
 - b. is a member of a National Governing Body of the Country or Territory that is a member of the IAAF;

is eligible to apply for membership of the Association as an Associate Member.

6.2 **Existing Associate Members:** Every organisation that meets the criteria in rule 6.1, that was an associate member of the Association prior to the adoption of this Constitution, shall continue to be an Associate Member from the commencement of this Constitution, subject to compliance with this Constitution.

6.3 **New Associate Members:** Any organisation that is eligible under rule 6.1 to be, and wishes to be, an Associate Member shall apply to the Council. The application shall be determined by the Council in accordance with this Constitution and any applicable Regulations.

7. Life Membership

- 7.1 **Criteria:** Life Membership can be granted to any person who has given a minimum of ten (10) years service to the Association as an officer, Council member, representative of the Association on an IAAF committee, or delegate to Association Congresses or a combination of them.
- 7.2 **Process of Nomination:** Nomination for Life Membership can only be made by an officer of the Association or by the secretary of a National Governing Body Member. Such nomination shall be first submitted to the Council no later than 90 days before a Congress meeting. The Council shall in its complete discretion decide whether or not to recommend the person for life membership to Congress.
- 7.3 **Congress Approval:** Any recommendation for life membership made by the Council to Congress, will be determined by Congress and shall be granted only by a Special Resolution. A Life Membership badge shall be awarded to a Life Member.

8. Membership Fees

- 8.1 **Membership Fees:** The Council may determine a membership fee or fees payable by Members to the Association, including the due date for payment and the manner for payment of such fees in accordance with the Regulations. All Members shall pay any membership fee or fees determined by the Council by the due date.
- 8.2 **Other Fees:** The Council may also determine any other fees in addition to those specified in rule 8.1 that are payable by Members and other participants at competitions, events and activities or programmes held by or under the auspices of the Association, including at any facilities owned or under the control of the Association.
- 8.3 **Payment of Fees:** In order to receive or continue to receive entitlements, Members must meet all requirements of membership set out in this Constitution or as otherwise set by the Congress including payment of any applicable membership or other fees by the due date.
- 8.4 **Failure to Pay Fees:** The failure or refusal by a Member to comply with rule 8.1 may result in the application of rule 10.3 but shall not excuse such Member from being bound by this Constitution.

9. Rights and Obligations of Members

9.1 **Member's Rights:** Each Member is entitled to all the benefits, advantages, and privileges conferred by this Constitution.

9.2 National Governing Body Members are entitled to:

- a. Receive notices and papers and be able to attend speak and vote at Congress via their Delegates in accordance with this Constitution;
- b. Make proposals for consideration by Congresses;
- c. Exercise all other rights arising from this Constitution;
- d. Communicate directly with and receive communications directly from the Association;
- e. Nominate candidates for election to the Council and other official positions;
- f. Submit motions and items for discussion for consideration at Congress meetings;
- g. Request the convening of a Special Congress if the requirements for doing so are met as specified in rule 19.2;
- h. Participate, and have its members and their athletes participate, in championships, competitions, events and activities of the Association, subject at all times to being eligible for, and complying with, the rules and terms and conditions of such championships, competitions, events and activities; and
- i. Use and have access to facilities, resources, programmes and the Intellectual Property of the Association in accordance with terms determined by the Council.

9.3 Associate Members and Life Members are entitled to:

- a. Receive notices and papers and be able to attend (at their cost), and in the case of Life Members, speak at Congress in person, in accordance with this Constitution;
- b. Exercise all other rights arising from this Constitution; and
- c. Communicate directly with and receive communications directly from the Association.

9.4 **Members' Obligations:** Each Member acknowledges and agrees it has the following obligations:

- a. To comply with and observe this Constitution and the Regulations, the IAAF Constitution, the IAAF Rules, the IAAF Regulations, and the IAAF's and the Association's policies and procedures, and to accept and comply with any resolution or decision of the Council or Congress;

- b. To recognise and accept that this Constitution and the Regulations are made in the pursuit of a common object, namely the mutual and collective benefit of the Association and its Members and the sport of Athletics;
- c. To comply with and observe, this Constitution and the Regulations;
- d. To not maintain any relations, or permit its members to participate in Athletic activities, events or championships, with any person or organisation that is not the IAAF, an Area Association (including the Association), a member of the IAAF, or any one of the IAAF's members or the Association's Members that is suspended from membership, or is otherwise not recognised by the IAAF, an Area Association, the Association, or any member of the IAAF, unless otherwise agreed with the Council;
- e. To support and promote the objects of the Association and the IAAF;
- f. To use its best efforts to support and participate in competitions organised by the Association;
- g. To pay any annual membership fee and/or other fees determined by the Council;
- h. To ensure that its own members comply with this Constitution, the Regulations, the IAAF Constitution, the IAAF Regulations and the IAAF Rules;
- i. To submit to the Association by a specified date by Council a copy of its annual report which it submitted to the IAAF;
- j. To submit the following information annually to the Executive Director by a date determined by Council:
 - i. its address, telephone, facsimile, and email details;
 - ii. a list of its current Council, committee, and/or officers;
 - iii. a list of its major championships and competitions held during the year (senior, junior; men, women etc) and the proposed dates for such events;
 - iv. a list of its Athletics records at the close of the preceding year; and
 - v. a report on all In Competition and Out-of-Competition anti doping Testing conducted by or on behalf of the Member in the preceding calendar year other than that carried out by the IAAF or the Association.

10. Resignation, Suspension and Termination of Membership

- 10.1 **IAAF Termination:** If membership by a National Governing Body of the IAAF is withdrawn or is terminated by IAAF (for whatever reason) in accordance with the IAAF Constitution, the IAAF

Regulations, and/or the IAAF Rules, then membership of the Association is simultaneously terminated.

10.2 **Resignation:** A Member may resign its membership of the Association by giving three (3) months notice in writing to the President. Upon expiry of the notice period and providing that any membership fees or other payments due are paid and up to date, the Member shall cease to be a Member.

10.3 **Default in Fees:** A Member shall have its membership with the Association suspended if any fees (including membership fees or other payments due to the Association) are outstanding. Before such suspension can occur the Council must give the Member written notice specifying the payment(s) due and demanding a payment by a due date, being not less than fourteen (14) days from the date of the demand. The suspension shall continue until such time as the payment in full is made, including any interest on the payment, as determined by the Council.

10.4 **Suspension:** In addition to rule 10.3 (default in fees), if the Council considers that a Member has:

- a. Breached, failed, refused or neglected to comply with a provision of this Constitution and/or the Regulations, and/or a decision of Council and/or Congress; or
- b. Committed any act, or made any statement, either verbally or in writing, or engages in any other conduct or behaviour which is considered to be insulting, improper, prejudicial to the interests of Athletics or is otherwise likely to bring the sport of Athletics into disrepute;

such Member may be suspended by the Council. Before invoking any such suspension, the Member shall be given notice of the proposed suspension and the right to be heard. For the purposes of this rule and rule 10.5, if the Member is a National Governing Body, an authorised act of any office bearer of the Member shall be regarded as an act of the Member.

10.5 If a Member is suspended from membership of the Association, the Member concerned shall:

- i. Not be entitled to attend, speak at or vote at any Congress;
- ii. Not to be entitled to continue to hold office or any position within the Association, or a Member; and
- iii. Not be entitled to any other privileges or benefits to which it would otherwise be entitled including participation (including its athletes) in any competition, activity, event, function or meeting of the Association, or a Member,

until such time as Congress is satisfied that the grounds on which the suspension was imposed have been remedied. If the Member is a National Governing Body Member, the consequences specified in this rule shall apply to all office bearers and members of such

Member. For avoidance of doubt, and notwithstanding suspension from the Association, if a National Governing Body Member is suspended under this Constitution, it shall continue to have the rights and privileges it has as a member of the IAAF, unless the IAAF suspends or terminates its membership of the IAAF.

11. Register of Members

- 11.1 The Executive Director shall keep and maintain a Register of Members in accordance with the Act.
- 11.2 Each Member shall supply to the Executive Director the information specified in rule 9.4(j) upon becoming a Member and thereafter annually by the date specified by the Council.
- 11.3 The collection of any personal information for the Register of Members shall comply with privacy and other applicable legislation.
- 11.4 Any entry on the Register of Members shall be available for inspection by Members on reasonable request.

Part III – Officers, Council and Commissions

12. Officers

- 12.1 The Officers of the Association shall be the President, the Vice-President, the other Council Members and the Executive Director, who shall be elected or appointed in accordance with this Constitution.
- 12.2 **Role of the President:** The duties and responsibilities of the President are to:
- a. Be responsible to the Association as a whole for the fair and efficient conduct of the meetings of Council and Congress and the attainment of the objects of the Association;
 - b. Preside over all meetings of the Council and Congress, and those meetings of which they are appointed chairperson;
 - c. Represent the Association in all dealings with the IAAF, and any other Athletic bodies and organisations that may arise from time to time;
 - d. Be the formal head of the Association, having authority to make public statements on behalf of the Association;
 - e. Be one of the signatories of the Association's bank accounts and any contract binding the Association, although the President has the right to delegate this responsibility;
 - f. Be the officer to whom the Executive Director is immediately responsible and to supervise and with the other Council Members, evaluate the performance of the Executive Director.

- g. Report formally to every Congress and to the IAAF Congress on the performance of the Association as the need arises;
- h. Be an ex-officio member of all commissions and committees of the Association; and
- i. Be the Area Association Representative on the IAAF Council.

12.3 **Vice President:** The Vice-President shall assist the President as required, substituting for the President on any occasion when the President requests or is unable to fulfil their duties. The President may deputise or delegate any of their duties to the Vice-President or other Officers on the Council in consultation with the Council.

12.4 **Executive Director:** There shall be an Executive Director of the Association, who shall also be the secretary of the Association for the purposes of the Act. To be eligible for appointment as the Executive Director, the person must satisfy the requirements of the Act. The Executive Director shall be under the direction of the Council and shall be responsible for the day-to-day management of the Association in accordance with the Regulations and policies and procedures of the Association and within such limitations as may be imposed by the Council and shall:

- a. Be employed or engaged on terms and conditions determined by Council and reviewed from time to time;
- b. Not hold any positions on the Council, Congress, or with a Member whilst engaged or employed as the Executive Director;
- c. Organise Council and Congress meetings including, sending and receiving notices, nominees for Council, and other related papers as specified in this Constitution;
- d. Attend all meetings of Council and Congress but without the right to vote;
- e. Act as minute secretary and keep a clear record of all transactions and proceedings of Council and Congress in a minute book kept specifically for that purpose;
- f. On the direction from the Council and the President, conduct the correspondence of the Council and Congress and hold, on file, copies of all letters, reports, contracts sent and received;
- g. Receive all fees and other monies of the Association and pay these to the credit of the Association in bank accounts approved by Council;
- h. Make such payments from the Association funds as are necessary for the administration of the Association or are planned and authorised by the Council by Special Resolution or by approval of the annual budget; and,

- i. Carry out such other duties as maybe requested by Council including negotiation of sponsorship, and submitting returns to IAAF.

12.5 **Termination:** In addition to any rights to terminate the employment or engagement of the Executive Director at law, including those specified in the agreed terms and conditions of employment or engagement, the Executive Director may have their appointment as secretary of the Association and/or Executive Director terminated by the Council if any of the grounds under the Act are met.

13. Council

13.1 **Composition of the Council:** The Council shall comprise of:

- a. a President (who by virtue of this office shall also be the Area Association Representative on the IAAF Council);
- b. six (6) other members, (one of whom shall be designated as the treasurer by the remaining Council Members for the purposes of the Act);
- c. the IAAF President

Provided that, not more than one Council member may come from any one National Governing Body Member.

13.2 **Role of the Council:**

- a. The Council shall be responsible for governing the Association and, subject to this Constitution, may exercise all the powers of the Association and do all things that are not expressly required to be undertaken by the Association at a Congress.
- b. The Council shall, through clearly-defined delegations of authority, delegate to the Executive Director for the day-to-day management of the business and affairs of the Association.

13.3 **Election of Council:**

- a. Elections for Council Members will be held at an Election Congress meeting held every four years in accordance with rule 20.8.
- b. Every person seeking election to a position on the Council must be nominated by at least one National Governing Body Member. Nominations must be received in writing by the Executive Director by no later than two months prior to the Election Congress meeting at which any such positions will become vacant. A National Governing Body Member may nominate one person for election to the position of President, and one person for election to the other Council Members. A National Governing Body may nominate the same person for one or all of the vacant positions.

- c. The Executive Director shall notify the Members of the nominees for election to the Council at the same time that the agenda for the Congress is distributed.
- d. At the first Council meeting following the election of the Council, the Council shall determine from amongst its number a person to be the Vice-President.

13.4 **Eligibility:** A person is not eligible to be elected as a Council Member if:

- a. the person has been convicted:
 - i. on indictment; or
 - ii. summarily and sentenced to imprisonment, other than in default of payment of a fine; and

the rehabilitation period in relation to the conviction has not expired. Under this rule, rehabilitation period has the meaning given in the Criminal Law (Rehabilitation of Offenders) Act 1986 (Australia);
- b. the person is an undischarged bankrupt under the Bankruptcy Act 1966 (Australia) or the law of an external territory or another country; or
- c. the person has executed a deed of arrangement under the Bankruptcy Act 1966 (Australia), or a corresponding law of an external territory or another country and the terms of deed have not been fully complied with; or
- d. the person's creditors have accepted a composition under the Bankruptcy Act 1966, (Australia) or a corresponding law of an external territory or another country and a final payment has not been made under the composition; or
- e. the person is prohibited from being a director or promoter of or being concerned or taking part in the management of a company; or
- f. the person is subject to an order that he is lacking in competence to manage their own affairs.

13.5 **Suspension from Office:** If any of the circumstances described in rule 13.4 occur to a Council Member (other than the IAAF President), they shall be deemed to have vacated their office upon notification of such circumstance to them by the relevant authority. In addition, the Delegates may, at a Special Congress called for this purpose, by Special Resolution suspend a Council Member (other than the IAAF President) pending determination of an allegation that any such circumstance has occurred. Before doing so the Council Member concerned shall be given not less than 7 days written notice of the proposal to suspend and be entitled to be present and make a submission to the Congress meeting.

- 13.6 **Term of Office:** Subject to rule 13.10 (removal of Council Member), and rule 13.8 (casual vacancy), the term of office for all Council Members (other than the IAAF President and any co-opted member under rule 13.1d) shall be four (4) years, commencing at the conclusion of the Election Congress at which their appointment is made, and expiring at the conclusion of the next Election Congress. An elected Council Member may be re-elected to the Council for subsequent and consecutive terms of office.
- 13.7 **Area President's Term of Office:** Area Presidents shall be in office as Area Representatives on the IAAF Council for a period of four years and their term of office shall commence at the same time as the Elected IAAF Council Members. If at any time a position as Area President/Area Representative on the IAAF Council becomes vacant, through resignation or otherwise, the Oceania Area Association shall elect or designate a Representative within three months to hold office until the next Congress in accordance with the method of voting Clause 20.8.
- 13.8 **Casual Vacancy:** A casual vacancy arises if a Council Member:
- a. resigns from office prior to the expiry of their term of office;
 - b. dies;
 - c. is removed under rule 13.10;
 - d. is absent from more than two successive meetings unless leave of absence is granted by the President; or
 - e. becomes ineligible under rule 13.4.

This rule does not apply to the IAAF President.

- 13.9 **Vacancies:** Elected Oceania Athletics Association Council members shall be in office for a period of four years. If during the first two years of the term of office, a vacancy arises in the Oceania Athletics Association Council for an elected Council Member, a substitute shall be elected at the next Congress for the residuary period in accordance with the method of voting in Clause 20.8.
- 13.10 **Removal of Council Member:** The Members in a Special Congress called for this purpose may, by Special Resolution, remove any or all of the Council Member/s before the expiration of their term of office.
- 13.11 Upon the Executive Director receiving a request for a Special Congress (under rule 19.2) for the purpose of removing a Council Member or the Council as a whole, the Secretary shall send the notice of the Special Congress to the Council Member concerned or the Council (as the case may be), in addition to the persons specified in rule 17.1.

13.12 Following notification under rule 19.3 (Notice of Special Congress) and before voting on the resolution to remove a Council Member or the Council as a whole, the Council Member or the Council (as the case may be) affected by the proposed resolution, shall be given the opportunity prior to, and at, the Special Congress to make submissions in writing and/or verbally to the persons entitled to be present at the Special Congress about the proposed resolution.

13.13 **Duties of Council Members:** The duties of each Council Member are to:

- a. Act in good faith and in the best interests of the Association at all times;
- b. Exercise the powers of the Council for proper purposes;
- c. Act, and ensure the Association acts, in accordance with this Constitution;
- d. Not agree to, nor cause or allow, the activities of the Association to be carried on in a manner likely to create a substantial risk of serious loss to the Association's creditors;
- e. Not agree to the Association incurring any obligations unless the Council Member believes at that time on reasonable grounds that the Association will be able to perform the obligations when it is required to do so;
- f. Exercise the care, diligence and skill that a reasonable Council Member would exercise in the same circumstances taking into account, but without limitation, the nature of the Association, the nature of the decision and the position of the Council Member and the nature of the responsibilities undertaken by the Council Member;
- g. If the Council Member has an interest in a transaction or proposed transaction of the Association, he shall disclose to the Council the nature and extent of such interest as soon as the Council Member becomes aware of the fact that they have such interest. Such interest shall also be recorded on the Council's interests register and the Council Member shall take such other steps as determined by the Council which may include, without limitation, abstaining from deliberations and/or any vote regarding such interest. For the purposes of this rule, a Council Member has an "interest" in a transaction to which the Association is a party, if and only if, the Council Member:
 - i. is a party to, or will or may derive a material financial benefit from the transaction;
or
 - ii. has a material financial interest in another party to the transaction or
 - iii. is a director, officer, trustee of another party to a person who will or may derive a material financial benefit from, the transaction, (other than a party that is a subsidiary company) or;

- iv. is the parent, child, spouse, or de facto partner of another party to, or person who will or may derive a material financial benefit from the transaction; or
 - v. is otherwise directly or indirectly materially interested in the transaction.
- h. Not disclose information that the Council Member would not otherwise have available to them other than in their capacity as a Council Member, to any person, or make use of or act on the information except:
- i. as agreed by the Council for the purposes of the Association;
 - ii. as required by law;
- i. Regularly attend Council meetings and Congress meetings of the Association;
- j. Use their best efforts to consult widely with the Members and others in the Athletics community to keep abreast of the issues facing them, provided that this rule shall not waive the duty of confidentiality in respect of information disclosed to them as Council Members under rule 13.13(h).

13.14 Powers of the Council: Without limiting the generality of the Council's powers to carry out the objects of the Association as it considers necessary, the Council shall have the specific powers to carry out the following duties:

- a. To appoint a Executive Director and enter into a contract with such remuneration and on such terms and conditions as the Council thinks fit, and to suspend or terminate such contract, on the recommendation of the President;
- b. To adopt clearly defined delegations of authority from the Council to the Executive Director and to confirm delegation from the Executive Director;
- c. To adopt and regularly review a strategic plan for the Association;
- d. To adopt and regularly review an annual plan and budget for financial performance and to monitor results against the annual plan and budget;
- e. To facilitate forums for its Members;
- f. To make, repeal and amend any Regulations (in accordance with rule 28) and any policies and procedures as it thinks appropriate, subject to the IAAF Constitution, the IAAF Regulations and the IAAF Rules;
- g. To make, repeal and amend rules for the regulation and control of any competitions or events under its jurisdiction including conditions of entry, subject to the IAAF Constitution, the IAAF Regulations and the IAAF Rules;

- h. To establish, manage and control competition and development structures suitable for the needs of Athletics in Oceania;
- i. To grant authorisation for international invitation meetings to be held in Oceania in accordance with the IAAF Constitution;
- j. To be responsible for publishing and controlling an annual calendar of all International Competitions to be held at an Area Association level in Oceania;
- k. To establish and manage a development programme having the objective of ensuring continuity of the development of Athletics in Oceania and co-ordinate such a programme with the IAAF's development activities;
- l. To establish, maintain, manage and operate any Athletic facilities for the continued development and/or performance of Athletics in Oceania;
- m. To appoint up to three representatives to represent the Association as observers at meetings of the IAAF Congress;
- n. To control expenditure and raise any money to fulfil the objects of the Association;
- o. To ensure the Association has in place all the necessary internal reporting systems and controls together with the means of monitoring performance and results;
- p. To open and operate in the name of the Association such banking accounts as deemed necessary;
- q. To regularly agree performance indicators and standards with the Executive Director;
- r. To appoint an independent auditor to audit the Association's finances annually;
- s. To engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Council;
- t. To discipline Members as specified in this Constitution and the Regulations including holding an inquiry or appointing a person or persons to hold an inquiry into and imposing such penalty as it thinks fit in case of misconduct by any team, athlete or official while under the direct control of the Association or for such other reason as the Council shall decide;
- u. To fill any casual vacancy on the Council as specified in this Constitution;
- v. To resolve and determine any disputes or matters not provided for in this Constitution;
- w. To review its own processes and effectiveness; and
- x. To establish Commissions and Committees of the Council, whether on an ad hoc or permanent basis that it deems to be necessary or advisable for the proper functioning of

the Association. There shall be a minimum of one female member in each Commission or Committee except where the Commission is composed of solely ex officio members. The President or their nominee shall have the right to attend any meeting of any Commission or Committee.

- 13.15 **Council Meetings:** Council meetings may be called at any time by the President or four (4) Council Members but generally the Council shall meet at regular intervals agreed by the Council which shall be at least once in every four (4) calendar months. Except to the extent specified in this Constitution, the Council shall regulate its own procedure.
- 13.16 **Quorum:** The quorum for a Council meeting shall be four (4) Council Members. For the purposes of determining whether a quorum is obtained, the IAAF President shall be excluded.
- 13.17 **Voting:** Each Council Member shall have one vote at Council meetings. In the event of a tied vote, the motion shall be lost. Voting shall be by voices, or upon request of any Council Member, by a show of hands or by a ballot. If a Council Member is unable to attend a Council Meeting they may vote by appointing another Council Member as their proxy. The appointment of the proxy must be notified in writing to the Executive Director and signed by the Council Member giving the proxy prior to the relevant Council meeting.
- 13.18 **Resolutions:** A resolution in writing signed or consented to by e-mail, facsimile or other forms of visible or other electronic communication by a majority of the Council shall be valid as if it had been passed at a meeting of the Council. Any such resolution may consist of several documents in the same form each signed by one or more Council Members.
- 13.19 **Meetings using Technology:** Any one or more Council Members may participate in any meeting of the Council and vote on any proposed resolution at a meeting of the Council without being physically present. This may occur at meetings by telephone, through audio or video conferencing, or by other means of electronic communication provided that prior notice of the meeting is given to all Council Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any Council Member in this manner at a meeting shall constitute the presence of that Council Member at that meeting.
- 13.20 **Expenses:** The Council may, by majority vote, reimburse its Council Members for their actual and reasonable expenses incurred in the conduct of the Association's business. Prior to doing so the Council must establish a policy to be applied to the reimbursement of any such expenses.
- 13.21 **Matters Not Provided For:** If any situation arises that, in the opinion of the Council, is not provided for in the Constitution, Regulations, policies or procedures of the Association, the matter will be determined by the Council.

14. Commissions and Committees

- 14.1 The Council may establish such commissions and committees as it considers appropriate, which may be standing and permanent commissions, or appointed on an ad hoc basis for specific purposes.
- 14.2 The Chairperson of each commission and committee shall be a Council Member appointed by the Council. The composition, role, responsibilities and procedures of each commission and committee shall be specified by Council provided that there shall be at least one female representative on every commission or committee.

Part IV – Congress

15. Congress

- 15.1 The Congress is the general assembly of the Members of the Association represented by their Delegates.

16. Congress Meetings

- 16.1 The General Congress shall meet every two years and within six months after the end date of the Association's financial year. Every second General Congress shall be known as the Election Congress. A Special Congress shall be convened as required in accordance with this Constitution.
- 16.2 The location, time and date of each Election Congress shall be decided at least two years in advance by either Congress or Council and shall be no later than six months prior to the IAAF Congress at which elections to the IAAF Council are undertaken. The location, time and date of every other General Congress shall be decided at least one year in advance by either Congress or Council. The location, time and date of such Congresses shall be notified in accordance with rule 18.2.
- 16.3 An Annual Congress shall be held within six (6) months after the end of each reportable Financial year of the Association. This congress can occur by electronic means in accordance with rule 20.15.

17. Composition of Congress

17.1 Congress shall comprise of:

- a. the President
- b. the Council Members;
- c. the President of the IAAF (ex-officio);
- d. one (1) Delegate from each National Governing Body Member;
- e. life members; and
- f. observers, who shall have the right to speak with the approval of the Delegates, but not vote as follows:
 - i. additional representatives from each National Governing Body Member;
 - ii. one representative from each Associate Member;
 - iii. any person who is a member of a IAAF Committee or Commission resident in Oceania;
 - iv. employees and contractors of the IAAF and the Association;
 - v. approved representatives from the press, radio or television; and/or
 - vi. any other persons invited by Council.

18. General Congress

18.1 **Authority:** The General Congress has the authority to:

- a. adopt and amend this Constitution;
- b. elect Council Members, which shall occur every four years at an Election Congress or by postal vote or electronic vote in accordance with rule 20.15 meeting when a casual vacancy arises (rule 13.7);
- c. provide its views to Council on the direction and decisions of the Association;
- d. determine nominations for life membership following the recommendation of the Council;
- e. approve and adopt the audited annual accounts and financial statements of the Association (prepared in accordance with the Act);
- f. appoint scrutineers for Congress meetings; and

- g. approve the minutes of previous General Congress meetings.
- 18.2 **Notice of General Congress:** Notice of a General Congress meeting setting out the date, time and venue shall be sent to the secretary of each Member by the Executive Director at least six calendar months before the date of Congress.
- 18.3 **Items of Business:** Items of business and motions from Members for inclusion on the agenda of a General Congress shall be submitted to the Executive Director at least two calendar months before the date of Congress.
- 18.4 **Agenda:** The full agenda for a Congress shall be sent to the secretary of each Member by the Executive Director of the Association at least one month before the date of Congress. The agenda shall include:
- a. a report from the President on the activities of the Council since the previous Congress, which should also include a report as representative on the IAAF Council;
 - b. a report from the Executive Director including an audited financial statement of the Association's finances at the 31st December prior to the date of Congress;
 - c. copies of the most recent reports of the area representatives on IAAF committees;
 - d. any recommendations from Council for life membership;
 - e. nominations for Council members (if an Election Congress) and;
 - f. such matters as have been submitted to the Executive Director in accordance with rule 18.3.

19. Special Congress

- 19.1 A Special Congress may be convened to consider matters of confidence, or of such importance that the matter cannot wait until the next scheduled Congress, and must be convened if it is proposed to consider any one or more of the following:
- a. To remove one or more Council Members or the Council as a whole; or
 - b. To wind up the Association.
- 19.2 The Executive Director must call a Special Congress upon a written request to do so from:
- a. The Council; or
 - b. One-third ($\frac{1}{3}$ rd) or more of the total number of National Governing Body Members.

The written request for a Special Congress must state the purpose for which the Special Congress is requested including any proposed motion or motions. The Special Congress must only deal with the business for which the Special Congress is requested.

19.3 **Notice of Special Congress:** Not less than 30 days written notice must be given by the Executive Director to the Members for a Special Congress. The Executive Director must give written notice within 14 days of receiving the request for the Special Congress, the notice shall include:

- a. The date, time and venue and/or manner in which the meeting is to be held;
- b. The date and time by which notification of the Delegate(s) for the Special Congress must be received by the Executive Director; and
- c. The proposed motion or motions that have been properly submitted for consideration.

20. Voting and Procedure at Congress

20.1 **Voting Entitlement:** Each National Governing Body Member shall be entitled to one vote at Congress meetings and this shall be exercised by its Delegate.

20.2 **Delegates:** Each National Governing Body Member shall be entitled to one (1) Delegate to represent it at Congress meetings. No Delegate may represent more than one National Governing Body Member at the same Congress meeting. Each National Governing Body Member shall notify the Executive Director of whom its Delegate is in writing, and certified by either the President or Secretary of the Member they represent, by no later than seven (7) days before the Congress meeting. No Council Member, employee or contractor to the Association, can be a Delegate.

20.3 **Non-Voting:** The President, Council Members and the Executive Director shall take part in Congress meetings, but shall have no right to vote. Each Life Member shall be entitled to attend and speak at Congress meetings but shall have no right to vote.

20.4 **Majority Required:** An Ordinary Resolution of those Delegates present and entitled to vote is sufficient for a vote at Congress meetings to be valid, except as otherwise specified in this Constitution including rule 26 (Alterations to Constitution) and rule 29 (Winding Up) where a Special Resolution is required.

20.5 **Voting Methods:** Voting shall generally be conducted by voice or by show of hands as determined by the President unless a ballot or secret ballot is decided by the Chairperson or requested by a Delegate, or where rule 13.3 applies (Elections). The Council may determine that voting be undertaken by other means, including email or other technological means, in the case of a Congress meeting held using technology (under rule 20.15).

20.6 On a show of hands, a declaration by the Chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands. Neither the Chairperson nor the minutes of the meeting shall state the number or proportion of the votes recorded in favour and against any motion.

20.7 Elections must be undertaken by secret ballot except where all valid nominations shall be determined by Ordinary Resolution of the Delegates present and entitled to vote at the Election Congress, provided that in the event:

- i. there are the same number of nominations as positions available; or
- ii. there are insufficient nominations and after calling for further nominations from the floor at the Congress meeting there are still insufficient or the same number of nominations for positions available,

then those persons who have been nominated shall be declared elected by the President.

20.8 **Procedure for Voting for Council Members:** The following procedure will apply to the election of Council Members:

- a. Following the order specified in rule 20.8b, the positions shall be subject to an exhaustive ballot to be decided between all nominees eligible for election in accordance with the following rules.
- b. The order of positions to be voted on shall be the President, and then the six (6) other positions which shall be voted on together.
- c. Any unsuccessful nominee for President may, if also so nominated, be included in the subsequent election for the other Council member positions.
- d. Each Delegate shall mark on the voting paper the name of the nominee the National Governing Body Member, which he or she represents, most prefers. Such votes shall then be counted and if any nominee receives an absolute majority of valid votes cast, such nominee shall be elected to office.
- e. If no nominee receives an absolute majority of valid votes cast the nominee who receives the least number of votes shall be eliminated provided that if a nominee receives no votes he together with the candidate who receives the least number of votes shall be eliminated.
- f. All nominees polling less than 10% of the total votes cast shall be eliminated unless this would result in less than 3 nominees remaining eligible for election, in which case there shall be eliminated nominees polling a lesser percentage of the total votes cast as will leave at least 3 nominees eligible for election in the next ballot;
- g. A further ballot or ballots shall then be conducted between the remaining nominees in accordance with these rules until one nominee receives an absolute majority of valid votes cast and upon a nominee receiving an absolute majority of valid votes cast such nominee shall be elected to office.

- h. If after a further ballot has been conducted any two or more nominees receive an equal number of valid votes and it is necessary for one of them to be eliminated then a further ballot shall be held in respect of these nominees to decide which of such nominees shall be eliminated.
- i. If after such further ballot in rule 20.8g no nominee has received a greater number of valid votes than the other nominees then the President shall nominate one candidate who shall not be eliminated and a further ballot shall be held between the nominees not so nominated to determine which of them shall be eliminated.
- j. If on any further ballot between two nominees under rule 20.8g such nominees receive an equal number of valid votes then the President shall have a casting vote to decide the issue between such nominees.
- k. At any time when it is necessary for a nominee to be eliminated the President shall only declare the name of the nominee or nominees to be eliminated and shall not disclose the number of valid votes received any nominee.
- l. At the conclusion of voting the President shall declare the result of each ballot in the following manner: namely he or she shall state the number of ballot papers issued with respect to each ballot, the number of valid votes cast in each ballot and the number of valid votes received by each nominee.
- m. Notwithstanding anything in this rule to the contrary, those Delegates present at any meeting at which an election is to be held in accordance with this rule may by unanimous resolution waive the application of the above provisions and substitute such other method of voting that may unanimously be agreed upon for that election only.

20.9 **Scrutineers:** Scrutineers shall be appointed by the Delegates present at the meeting and shall determine the validity of all votes cast by ballot or secret ballot.

- 20.10 **Deadlock:** In the case of a tied vote on a motion, the motion will be lost unless the vote is for the election of Council Members in which case, a second ballot will be held and if a result is not determined, then the result will be determined by placing the names of the tied candidates into a box and the returning officer will draw one name who will be the successful candidate.
- 20.11 **Quorum:** No business shall be discussed at any Congress meeting unless a quorum is present at the time the meeting is due to commence as set out in the notice of the meeting. The quorum for Congress meetings shall be two thirds ($\frac{2}{3}$ rds) of the total number of National Governing Body Members present (via a Delegate) and entitled to vote at the meeting. The quorum must be present at all times during the meeting. If a quorum is not present, the Chairperson shall adjourn Congress until either a quorum is present, or until the next date of Congress.
- 20.12 **Minutes:** Minutes shall be kept by the Executive Director of all Congress meetings and made available upon request by any Member. Minutes shall be approved by the Delegates at the Congress meeting following the meeting at which the minutes were recorded.
- 20.13 **Chairperson:** The President shall be the chairperson of Congress meetings and preside at Congress. If the President is unavailable or unwilling to chair the meeting, the Vice-President, or another person on the Council, as determined by the Council, shall preside.
- 20.14 **Errors:** Any irregularity, error or omission in notices, agendas and relevant papers of Congress Meetings or the omission to give notice within the required time frame, or the omission to give notice as specified in this Constitution, and any other error in the organisation of the meeting, shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
- a. The Chairperson in their discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
 - b. A motion to proceed is put to the meeting and carried by Special Resolution.
- 20.15 **Meetings Using Technology:** If the Council considers it in the interests of cost and/or efficiency to do so, a Congress meeting may be held by telephone conference, video conferencing facilities or by other means of electronic or telecommunication (but excluding email communication) in which all persons participating can hear each other effectively and simultaneously, provided that as much notice as possible of the meeting is given to all persons entitled to vote at the Congress meeting. Participation by persons entitled to vote at Congress meetings held in this manner shall constitute the presence of that person at that meeting.

20.16 **Postal and Electronic Voting:** If:

- a. an urgent matter or matters arise, as determined by the Council, or
- b. the Council considers it in the interests of cost and/or efficiency to do so, or
- c. where the Members have agreed at a previous Congress meeting to do so for a specific purpose;

voting for a Congress meeting may be conducted by using postal or electronic voting for any motions properly submitted for a Congress Meeting. The procedure for postal or electronic voting shall be set out, and in accordance with, the Regulations.

Part V – Anti-Doping, Discipline, Disputes and Appeals

21. Anti-Doping Requirements

- 21.1 The IAAF Anti-Doping Rules and Regulations are expressly incorporated into this Constitution. Members and their members are bound by them, to the extent they are applicable.
- 21.2 All Athletes, Athlete Support Personnel and other Persons under the jurisdiction of the Association are bound by the IAAF Anti-Doping Rules and Regulations.
- 21.3 In order to be eligible to compete or participate in, or otherwise be accredited at an International Competition, Athletes, Athlete Support Personnel and other Persons must, when requested to do so, sign an agreement to the IAAF Anti-Doping Rules and Regulations in a form decided by the IAAF Council.
- 21.4 The Association may either directly or through any other body competent to conduct In and Out-of-Competition Doping Controls and shall report that to the IAAF annually.
- 21.5 The IAAF shall have authority to conduct Doping Controls at the Association's Area Championships.
- 21.6 The IAAF shall have authority to conduct No-Advance Notice Out-of-Competition Testing on Athletes under the jurisdiction of the Association.
- 21.7 It is a condition of participation in competitions sanctioned or organised by the Association, that Athletes agree to be subject to any In-Competition and Out-of-Competition Testing carried out by the IAAF, a National Governing Body Member and any other body competent to test under the IAAF Anti-Doping Rules and Regulations.

22. Disputes and Appeals

- 22.1 Any dispute involving Athletes, Athlete Support Personnel or other Persons under the Association's jurisdiction that is not otherwise to be determined under any IAAF Rule or IAAF Regulation, or not otherwise specified in this Constitution, shall be submitted to a hearing

before the Judicial Commission established by the Council as required from time to time and in accordance with the Regulations. Decisions of the Judicial Commission shall be deemed to be decisions of the Association.

22.2 Principles of Hearings: All hearings under the Association's jurisdiction shall respect the following principles:

- a. a timely hearing before a fair and impartial hearing body,
- b. the right of the individual to be informed of the charge against him;
- c. the right to present evidence, including the right to call and question witnesses,
- d. the right to be represented by legal counsel and an interpreter (at the individual's expense); and,
- e. a timely and reasoned decision in writing.

22.3 Anti-Doping Matters: All allegations of anti-doping violations and any other disputes arising under the IAAF's Anti-Doping Rules and Regulations shall be determined in accordance with the IAAF Rules and Regulations.

22.4 Disputes: In the event of any dispute, doubt or difference in Athletics arising between the Council and any Member, where such dispute, doubt or difference arises is not otherwise to be determined under a specific IAAF Rule or IAAF Regulation, the parties will:

- a. endeavour to negotiate a resolution of the dispute amongst themselves (which may include representatives or support persons for either party) if there is no resolution within an agreed timeframe, then;
- b. endeavour to agree on a resolution of the dispute by attending mediation; and failing that,
- c. either party may refer the dispute to the Judicial Commission constituted as an arbitration panel and held in accordance with the Regulations.

Each party shall bear their own costs, including any legal costs, arising out of any procedure under this rule.

- 22.5 **Disputes with IAAF:** Unless otherwise stated in a specific IAAF Rule or IAAF Regulation, all disputes arising between any Member and the IAAF shall be referred to the IAAF Council in accordance with the IAAF Rules. The IAAF Council shall determine the procedure for the final adjudication of the dispute depending on the circumstances of the case in question.
- 22.6 **Disputes between:** All disputes arising between any National Governing Body Members of the Association shall be referred to the IAAF Council in accordance with the IAAF Rules. The IAAF Council shall determine the procedure for the final adjudication of the dispute depending on the circumstances of the case in question.
- 22.7 **Appeals involving International Athletes:** In disputes under the Association's jurisdiction described in rule 22.1 involving International Level Athletes (or their Athlete Support Personnel), the decision of the Judicial Commission may be appealed exclusively to CAS in accordance with the IAAF Rules. The following parties shall have the right of appeal under this rule:
- a. the Athlete or other Person who is the subject of the decision being appealed;
 - b. the other party to the case in which the decision was rendered; and
 - c. the IAAF.
- 22.8 **Appeals involving other athletes:** In disputes under the Association's jurisdiction as described in rule 22.1 which do not involve International Level Athletes (or their Athlete Support Personnel), the decision of the Judicial Commission may be appealed to the IAAF as set out in the IAAF Rules. The following parties shall have the right of appeal under this rule:
- a. the Athlete or other Person who is the subject of the decision being appealed;
 - b. the other party to the case in which the decision was rendered;
 - c. the Association.
- 22.9 All decisions of the Judicial Commission shall remain in effect while under appeal to CAS or IAAF, unless determined otherwise by the Judicial Commission.

23. Athlete Eligibility

- 23.1 The following persons are ineligible for competitions whether held under the IAAF Rules, any rules of the Association or any Regulations of the Association:
- Any Athlete, Athlete Support Personnel or other Person:
- a. whose national federation is currently suspended by the IAAF. This does not apply to national competitions organized by the currently suspended member for the citizens of that Country or Territory;

- b. who has been provisionally suspended or declared ineligible under the rules of his national federation from competing in competitions under the jurisdiction of that national federation, in so far as such suspension or ineligibility is consistent with the IAAF Rules;
 - c. who is currently serving a period of provisional suspension from competitions under the IAAF Rules or the rules or Regulations of the Association;
 - d. who has been declared ineligible as a result of a breach of the IAAF Anti-Doping Rules;
 - e. who has been declared ineligible as a result of a breach of any other IAAF Rule or Regulation or any rule or Regulation of the Association.
- 23.2 If an Athlete competes (or an Athlete Support Personnel or other Person participates) in a competition, whether held under the IAAF Rules or the rules or Regulations of the Association whilst ineligible to do so under the IAAF Anti-Doping Rules, the consequences set out in the IAAF Rules (Rule 40.11) shall apply.
- 23.3 If an Athlete competes (or an Athlete Support Personnel or other Person participates) in a competition, whether held under the IAAF Rules or the rules or Regulations of the Association whilst ineligible to do so under any other IAAF Rule, the period of his ineligibility shall recommence from the time he last competed as though no part of a period of ineligibility had been served.

Part VI - Miscellaneous

24. Finances

- 24.1 **Financial Year:** Unless otherwise determined by the Council the financial year of the Association shall end on 31 December.
- 24.2 **Annual Report and Financial Statement:** An annual report and financial statement shall be prepared in accordance with the Act by the Executive Director, approved by the Council, and audited by an independent chartered accountant and presented to General Congress every second year. In the year in between General Congress meetings the annual report and audited accounts shall be presented to Council. The auditor shall be appointed annually by the Council.
- 24.3 **Banking:** The Council is responsible for the receipt and banking of all monies received by the Association. All funds of the Association shall be paid to a bank account(s) in the name of the Association and the bank account(s) must be operated in accordance with the policy determined by the Council.
- 24.4 **Authority:** All payments and financial transactions of the Association shall be signed by the President and the Executive Director or either one of them and another Council Member authorised by the Council to do so.

24.5 **Records:** The Council must ensure correct accounting records are kept. The accounting records of the Association must be kept at the registered office of the Association or at such place as the Council may determine and must be open to inspection by Members at such reasonable times agreed by the Council.

25. Common Seal

25.1 The common seal of the Association shall be kept in the control of the Council and may be affixed to any document only by resolution of the Council and in the presence of, and with the accompanying signatures of, the President and/or the Executive Director and in the absence of either of those then by another Council Member.

26. Alterations to Constitution

26.1 Subject to rule 26.2 this Constitution may only be altered, added to or rescinded by Special Resolution at a Congress meeting in accordance with this Constitution.

26.2 No alteration, addition to or revision of this Constitution shall be approved if it affects the not for profit objects, personal benefit prohibition or the winding up rules in this Constitution.

26.3 In addition to any other rules affecting rule 26 (Alterations to Constitution), any amendment, repeal or addition is valid only if it is registered by the chief executive of the Department for the time being administering the *Associations Incorporation Act 1981*.

27. Prohibition on Personal Benefits

27.1 No Member or person associated with the Association or a Member may participate in or materially influence any decisions of the Association in respect of the payment to, or on behalf of that person or Member, of any income, benefit or advantage.

27.2 Any such income paid or benefit or advantage conferred must be reasonable and relative to that which would be received in an arms length transaction (being the open market value).

28. Regulations

28.1 The Council may make, repeal and amend such Regulations as it thinks appropriate to further the objects of the Association.

28.2 The Council shall consult its Members regarding any Regulation it proposes to promulgate that will affect them and provide them with a reasonable opportunity to consider, and have input into it, before it is finally determined by the Council.

28.3 Any regulations, standing orders, by-laws or other rules of the Association that were in force prior to the commencement of this Constitution shall continue in force until such time as they are expressly revoked by the Council. To the extent of any inconsistency between this

Constitution and any such regulations, standing orders, by-laws or other rules of the Association, this Constitution shall prevail.

29. Winding Up

- 29.1 The Association may be wound up by Special Resolution at a Special Congress called for such purpose, and as otherwise specified in the Act.
- 29.2 If upon the winding up of the Association there remains after the satisfaction of all its debts and liabilities any surplus assets, they shall not be paid to or distributed among the Members of the Association but shall be given or transferred to the IAAF for the purposes of Athletics in Oceania.

30. Indemnity

- 30.1 The Association shall indemnify the Officers, the Council Members, the Executive Director, and other officers and employees of the Association against all damages, costs (including legal costs) for which any such person may be or becomes liable as a result of their acts and omissions in performing their functions connected with the Association, except occurring as a result of their negligence or wilful misconduct.

31. Applicable Law

- 31.1 The governing law of the Association shall be the law of Queensland, Australia.

32. Interpretation

- 32.1 **Definitions:** The words and phrases used in this Constitution shall mean as follows:

Act means the Associations Incorporation Act 1981 (QLD), Australia.

Annual Report means a statement containing the Associations income and expenditure during the financial year, assets and liabilities and the mortgages, charges and securities affecting the Association's property as at the end date of the financial year.

Area Association means one of the six associations of the IAAF responsible for fostering Athletics in one of the six areas into which the IAAF Members are divided in the IAAF Constitution.

Area Association Representative means the person who is member of the IAAF Council as the representative of the Association.

Association means the Oceania Athletics Association.

Associate Members means the Members of the Association as described in rule 6.1.

Athlete for the purposes of Part V of this Constitution has the same meaning given to it in the IAAF Anti-Doping Rules.

Athlete Support Personnel for the purposes of Part V of this Constitution has the same meaning given to it in the IAAF Anti-Doping Rules.

Athletics means track and field, road running, race walking, cross-country running and mountain running.

Congress means a general assembly of the Association.

Council means the governing body of the Association elected under rule 17.6, and for the purposes of the Act is the management committee.

Council Member means a member of the Council, and unless stated otherwise includes the IAAF President (ex officio).

Constitution means this constitution.

Country means a self-governing geographical area of the world recognised as an independent state by international law and international governmental bodies.

Delegate means a person elected or appointed to represent a National Governing Body Member.

Doping Controls for the purposes of Part V of this Constitution has the meaning given to it in the IAAF Rules.

Election Congress means the General Congress meeting at which elections are held every four (4) years for Officers and positions on the Council.

Executive Director means the person described in rule 12.4.

General Congress means a meeting of the Congress including an Election Congress as described in rule 16.1, and which is not a Special Congress.

IAAF means the International Association of Athletics Federations which is the international federation governing Athletics.

IAAF Anti-Doping Rules means the rules regarding anti-doping as set out in the IAAF Rules.

IAAF Constitution means the constitution of the IAAF as amended from time to time.

IAAF Council means the Council of the IAAF as described in the IAAF Constitution.

IAAF Member or **IAAF Members** means the members of the IAAF and includes national governing bodies of other Countries and Territories.

IAAF Regulations means the regulations of the IAAF as may be passed by the IAAF Council from time to time.

IAAF Rules means the competition rules of the IAAF as may be passed by the IAAF Congress from time to time.

In Competition has the meaning given to it in the IAAF Rules.

Intellectual Property means all rights or goodwill in copyright, names, trade marks (or signs), devices, logos, designs, patents or service marks relating to the Association or any event, tournament or any competition or Athletics activity or programme of or conducted, promoted or administered by the Association.

International Competition for the purposes of Part V of this Constitution has the meaning given to it in the IAAF Rules.

International Level Athlete for the purposes of Part V of this Constitution has the meaning given to it in the IAAF Rules.

Oceania **Judicial Commission** means the commission established by the Council to hear and determine any disputes as described in rule 22.1.

Life Member means a person who has been granted life membership of the Association under rule 7.

Member means and includes the members of the Association as specified in rule 4.1

National Governing Body means the governing body for Athletics in any Country or Territory which has been democratically elected in accordance with their constitution.

National Governing Body Member means a National Governing Body that is a IAAF Member and a Member of the Association as described in rule 5.1.

No Advance Notice for the purposes of Part V of this Constitution has the meaning given to it in the IAAF Rules.

Oceania means the geographical area in which members of the IAAF are divided and comprises of the Countries and Territories specified in the IAAF Constitution.

Officers means the President, the Council Members and the Executive Director, who shall also be the officers for the purposes of the Act.

Ordinary Resolution means a resolution passed by a simple majority of- votes of those entitled to be present and vote at a meeting.

Out-of- Competition has the meaning given to it in the IAAF Rules.

Person for the purposes of Part V of this Constitution has the same meaning given to it in the IAAF Anti-Doping Rules.

President means the person elected as President of the Association under rule 13.3.

Register of Members means the register on which Member information is held as described in rule 11.

Regulations means the regulations of the Association established in accordance with rule 28 and amended from time to time by the Council.

Rules means these rules or this Constitution and "rule" has a corresponding meaning.

Special Congress means a meeting of Congress that is not a General Congress.

Special Resolution means a resolution validly carried by three-quarters of those present and entitled to vote at a meeting.

Territory means a geographical territory or region which is not a Country.

Testing has the meaning given to it in the IAAF Rules.

Vice President means the Vice-President of the Association appointed by the Council from amongst its number under rule 13.3e.

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