

# **Oceania Athletics Association Incorporated Constitution**

**Adopted on**

**Commencement Date**

***8 May 2009***

***Amended with effect from***

***28<sup>th</sup> September 2019***

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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**

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- 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**

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- 2.1 The objects of the Association are to:
  - a. promote, develop, and be the governing body for Athletics in Oceania as an Area Association of World Athletics;
  - 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 through competitions, events, programmes and activities;
  - d. Establish, manage, control and supervise Area Competitions in Oceania and recognise records in Athletics from Area Competitions;
  - e. Preserve the right of every individual to participate in Athletics in Oceania as a sport, without unlawful discrimination of any kind undertaken in the spirit of friendship, solidarity and fair play;
  - f. Establish and enforce its rules and regulations governing Athletics, and to ensure in all competitions in Oceania, whether sanctioned by World Athletics, the Association or a Member, that such rules and regulations shall be applied in accordance with their terms;

- g. Protect the integrity of Athletics, World Athletics and the Area Association by developing and enforcing standards of conduct and ethical behaviour and implementing good governance;
- h. Protect clean athletes in Athletics in Oceania by applying and enforcing the World Anti-Doping Code including implementing rules, programmes, systems and disciplinary measures;
- i. Encourage and support the development, organization and delivery of Athletics in Oceania, including in each of the Regions, through the its Members and by the dissemination of technical, medical, logistical and other information;
- j. Represent the Association on the World Athletics Council, and as an Area Association of World Athletics, and to abide by the World Athletics Constitution, the World Athletics Rules and the World Athletics Regulations, and liaise with World Athletics and other national Athletics organisations internationally;
- k. Cooperate with other sports organisations, public and private organisations and authorities to promote the interests of sport generally, and Athletics in particular, throughout Oceania;
- l. 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 World Athletics or any other person or organisation; and;
- m. Partner with corporate and other entities to protect and enhance the Association's Intellectual Property including entering into commercial, marketing and sponsorship arrangements for the sport of Athletics and the Association.

### **3. Powers**

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- 3.1 **Powers:** Subject to this Constitution, and the World Athletics 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 World Athletics Constitution, the World Athletics Rules and World Athletics Regulations;
- 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 World Athletics 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**

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- 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**

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- 5.1 Any National Governing Body for Athletics in any Country or Territory in Oceania that becomes a member of World Athletics, 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 World Athletics Constitution, the World Athletics Rules, the World Athletics Regulations, and the applicable World Athletics policies and procedures.
- 5.2 The National Governing Body Members at the time this Constitution came into force are set out in Appendix A (and as amended from time to time following the admission or expulsion of members by World Athletics).
- 5.3 Any National Governing Body for Athletics in any Country in Oceania that is not a member of World Athletics must apply for membership of World Athletics (in accordance with the World Athletics Constitution) and be granted such membership by World Athletics, in order to become a National Governing Body Member of the Association.

## 6. Associate Membership

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- 6.1 Any organisation which is a National Governing Body for Athletics in any Country or Territory in Oceania, but is not eligible to be a member of World Athletics 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

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- 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 a World Athletics Committee, or delegate to Association Congresses or a combination of them and is no longer in office in any such capacities.
- 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.
- 7.4 **Awards:** In addition Life Membership, Council may grants such awards as it considers appropriate for services to Athletics in Oceania.

## 8. Membership Fees

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- 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**

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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. Exercise all other rights arising from this Constitution;
- c. Communicate directly with and receive communications directly from the Association;
- d. Nominate candidates for election to the Council and other official positions;
- e. Submit motions and items for discussion for consideration at Congress meetings;
- f. Request the convening of a Special Congress if the requirements for doing so are met as specified in rule 19.2;
- g. Participate, and have its members and their athletes participate, in Area 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 as decided by the Council; and
- h. 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 World Athletics Constitution, the World Athletics Rules, the World Athletics Regulations, and the World Athletics 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 World Athletics, an Area Association (including the Association), a member of World Athletics, or any one of World Athletics members or the Association's Members that is suspended from membership, or is otherwise not recognised by World Athletics, an Area Association, the Association, or any member of World Athletics, unless otherwise agreed with the Council;
- e. To support and promote the objects of the Association and World Athletics;
- 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 World Athletics Constitution, the World Athletics Rules and the World Athletics Regulations;
- i. To submit to the Association by a specified date by Council a copy of its annual report which it submitted to World Athletics;
- j. To submit the following information annually to the Executive Director by a date determined by Council:
  - a. its address, telephone, facsimile, and email details;
  - b. a list of its current Council, committee, and/or officers;
  - c. a list of its major championships and competitions held during the year (senior, junior; men, women etc) and the proposed dates for such events;

- d. a list of its Athletics records at the close of the preceding year; and
- e. 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 World Athletics or the Association.

#### 9.5 Intervention by the Association

- a. Subject to rule 9.5b, the Association may intervene in the governance or management of a National Governing Body Member in whatever manner Council reasonably considers appropriate, if Council decides (by Special Resolution) that any one or more of the following circumstances are occurring or have occurred and either World Athletics has not intervened directly; or World Athletics requests the Association to intervene; or the National Governing Body Member requests the Association to intervene:
  - i. it is having significant governance, administration, operational or financial difficulties;
  - ii. a government or state authority, National Olympic Committee or other body is unreasonably interfering in its autonomy;
  - iii. it ceases to meet one of more of admission requirements to be a member of the Association;
  - iv. it takes or has action taken against it, any action to dissolve it;
  - v. is involved in any conflict which prevents it from operating effectively; or,
  - vi. is otherwise unable to fulfil its purposes.
- b. Before the Council intervenes under rule 9.5a, it shall:
  - i. investigate the circumstances affecting the National Governing Body Member and provide it with a reasonable opportunity (being no less than 14 days) to explain its view of the circumstances;
  - ii. notify the National Governing Body Member of the decision to intervene, the proposed period and terms of intervention;
  - iii. take such steps as it considers are reasonable and practicable to resolve the issues affecting the National Governing Body Member, including but not limited to calling carrying out an audit of financial and other transactions and documentation; calling a general meeting of the members of the National Governing Body Member; appointing a person or persons to act in place of the executive body of the National Governing Body Member or to assume temporary management of the operations of the National Governing Body Member; and,

- iv. act in accordance with the constitution of the National Governing Body Member, unless it is inconsistent with this Constitution or the Regulations, in which case this Constitution and the Regulations as applicable, shall apply as if it were the constitution of the Association.

## **10. Resignation, Suspension and Termination of Membership**

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- 10.1 **World Athletics Termination:** If a National Governing Body Member World Athletics resigns from World Athletics, or its membership of World Athletics is withdrawn, suspended or terminated by World Athletics (for whatever reason) in accordance with the World Athletics Constitution, the World Athletics Rules, and/or the World Athletics Regulations, then membership of the Association is simultaneously withdrawn, suspended or terminated respectively
- 10.2 **Resignation:** An Associate 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 Associate 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:
- a. Not be entitled to attend, speak at or vote at any Congress;
  - b. Not to be entitled to continue to hold office or any position within the Association, or a Member; and
  - c. 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.

## 11. Register of Members

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- 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

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- 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 World Athletics, 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 World Athletics 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 President on the World Athletics 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 authorised by the Council by Special Resolution or within the delegated authorities set by Council; and,
- i. Carry out such other duties as maybe requested by Council including negotiation of sponsorship and submitting returns to World Athletics.

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

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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 President for Oceania on the World Athletics Council);
- b. six (6) other Council Members, (one of whom shall be designated as the treasurer by the remaining Council Members for the purposes of the Act; and at least one of whom shall be of each gender;
- c. the World Athletics President (ex officio);
- d. any other World Athletics Council Members who are Citizens of any Member Federation Country in Oceania (ex officio); and,
- e. the Chairperson of the Athletes' Commission (ex officio);

Provided that:

- f. not more than one Council member may come from any one National Governing Body Member (excluding the World Athletics President, any World Athletics Council Members and the Chairperson of the Athletes' Commission); and,
- g. at least one Council Member must be from each of the Regions, (excluding the World Athletics President, any World Athletics Council Members and the Chairperson of the Athletes' Commission).

### 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 the President and the other 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 Member may nominate the same person for one or all of the vacant positions.
- c. Every person seeking election as the President, must first be being declared Eligible by the World Athletics Vetting Panel, prior to the Election Congress meeting.
- d. The Executive Director shall notify the Members of the nominees for election of the President and other Council Members at the same time that the agenda for the Congress is distributed.
- e. 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 of the Association (excluding the World Athletics President, any World Athletics Council Members and the Chairperson of the Athletes' Commission).

### 13.4 Eligibility:

A person is not eligible to be elected as a Council Member, or to remain in office as a Council Member, if:



- a. the person is an employee of the Association;
- b. the person is under the age of 18 years;
- c. the person is determined not to be Eligible by the World Athletics Vetting Panel for any reason;
- d. the person has been convicted:
  - a. on indictment; or
  - b. 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);

- e. the person is an undischarged bankrupt under the Bankruptcy Act 1966 (Australia) or the law of an external territory or another country; or
- f. 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
- g. 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
- h. the person is prohibited from being a director or promoter of or being concerned or taking part in the management of a company; or
- i. the person is subject to an order that he is lacking in competence to manage their own affairs; or
- j. the person is found to have committed an anti-doping rule violation, (even if a period of ineligibility has been served) by a disciplinary body, tribunal court or other judicial or arbitral body properly constituted by law or applicable rules, and acting in accordance with such law or rules;
- k. the person is serving a period of ineligibility (including provisional suspension) for breach of the World Athletics Integrity Code of Conduct; or
- l. the person is serving a penalty or sanction for breach of any rules of a Member or the Association, where such penalty or sanction has been imposed by a disciplinary body, tribunal court or other judicial or arbitral body properly constituted by law or applicable rules, and acting in accordance with such law or rules;

13.5 **Suspension from Office:** If any of the circumstances described in rule 13.4 occur to a Council Member (other than the World Athletics President, or any World Athletics Council Members on the Council), 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 World Athletics 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:**

- a. Subject to rule 13.9 (removal of Council Member), and rule 13.7 (casual vacancy), the term of office for all Council Members, including the Area President (but excluding the World Athletics President and any World Athletics Council Members under rules 13.1d and e) shall be four (4) years, commencing at the same time as the elected World Athletics Council Members commence their terms of office following the World Athletics Election Congress. and expiring at the conclusion of the next World Athletics Election Congress.
- b. Subject to rules 13.7c and d, the maximum number of terms of office for any Council Member is three (3) terms (excluding the World Athletics President, any World Athletics Council Members on the Council and the Chairperson of the Athletes' Commission).
- c. Subject to rule 13.7d and the World Athletics Constitution, the maximum number of terms of office in the position of President shall be three terms, in addition to any terms served as a Council Member (excluding those as the World Athletics President, any other member of World Athletics Council Member or as Chairperson of the Athletes' Commission) up to a maximum total of five terms.
- d. For the purposes of determining the maximum number of terms of office, any terms of office on Council served by a Council Member (in any capacity) including as President, prior to the 2019 Election Congress, shall not be counted

13.7 **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 13.9;
- d. is absent from more than two successive meetings unless leave of absence is granted by the President;

- e. becomes ineligible under rule 13.4; or
- f. if the President, due to upon their removal or cessation from office on the World Athletics Council, or their election as the World Athletics President or a World Athletics Vice-President, in accordance with the World Athletics Constitution.

This rule does not apply to the World Athletics President or any World Athletics Council Members on the Council of the Association.

### 13.8 **Vacancies:**

- a. Council Members shall be in office for a period of four years. If during the first two years of the term of office, a casual vacancy arises in the Council for an elected Council Member, a substitute shall be elected at the next Congress for the balance of the term of office in accordance with the method of voting in rule 20.8.
- b. If a casual vacancy arises in the position of President, a Special Congress will be called within 3 months of the vacancy arising in accordance with this Constitution to elect a replacement President, for the balance of the term which was vacated. This Special Congress may be held in person or in accordance with rule 20.15 (Meetings Using Technology).
- c. If a casual vacancy arises in the position of the Chairperson of the Athletes' Commission on Council, it shall be filled by the replacement Chairperson elected by the Athletes' Commission from amongst its members.

13.9 **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 (other than the World Athletics President, any World Athletics Council Members on Council or the Chairperson of the Athletes' Commission).

13.10 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.

13.11 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.

13.12 **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 13.12(h).

**13.13 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 World Athletics Constitution, the World Athletics Rules and the World Athletics Regulations;
- 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 World Athletics Constitution, the World Athletics Rules and World Athletics Regulations;
- 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 World Athletics 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 World Athletics 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 World Athletics Congress if invited to do so by the World Athletics Council;
- 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, monitor and disband, committees and Commissions to advise the Council.

**13.14 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.

- 13.15 **Quorum:** The quorum for a Council meeting shall be four (4) Council Members. For the purposes of determining whether a quorum is obtained, the World Athletics President and any World Athletics Council Member/s on Council shall be excluded.
- 13.16 **Voting:** Each Council Member shall have one vote at Council meetings and for resolutions. In the event of a tied vote, the motion shall be lost. Except for resolutions under rule 13.18, voting shall be by voices, or upon request of any Council Member, by a show of hands or by a ballot. Proxy voting is not permitted. A Council Member who is unable to attend a Council meeting in person can participate using technology in accordance with rule 13.18.
- 13.17 **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.
- 13.18 **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.
- 13.19 **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.
- 13.20 **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**

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- 14.1 The Council shall establish committees on audit, risk and finance and such other committees that it deems to be necessary or advisable for the proper functioning of the Association, whether on an ad hoc or permanent basis. The membership of Council committees will generally be Council members and experts in the subject matter of the committee appointed by Council.
- 14.2 The Council may also establish, monitor and disband, Commissions to advise it and to facilitate engagement with members that it deems to be necessary or advisable for the proper functioning of the Association, whether on an ad hoc or permanent basis.

- 14.3 Subject to this Constitution, the composition, role, responsibilities and procedures of each commission and committee shall be specified by Council.
- 14.4 For all Commissions, other than the Athletes Commission, the membership of Commissions will generally be Council Members; persons nominated by the Members and experts in the subject matter. There shall be a minimum of one third of the members of each gender on each Commission. The President or their nominee shall have the right to attend any meeting of any Commission.
- 14.5 The Chairperson of each Commission and Committee shall be a Council Member appointed by the Council.
- 14.6 The Association shall have an Athletes' Commission established and operating in accordance with terms of reference decided by Council. The role of the Athletes' Commission is to contribute the perspectives of athletes in Oceania to the Association in fulfilling out its objects.

## **Part IV – Congress**

### **15. Congress**

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

### **16. Congress Meetings**

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- 16.1 There shall be an Annual Congress meeting held within six (6) months after the end of each Financial Year of the Association as follows:
- a. The General Congress shall meet in person every two years a.
  - b. In between each General Congress, the Annual Congress meeting shall be held using technology in accordance with rule 20.15.
  - c. Every fourth Annual Congress meeting shall be the Election Congress.
- 16.2 A Special Congress shall be convened as required in accordance with rule 19 of this Constitution.
- 16.3 The location, time and date of each Election Congress shall be decided at least two years in advance by either Congress or Council. It shall be held no earlier than six months, and no later than three months, prior to the World Athletics Congress at which elections to the World Athletics Council are undertaken.
- 16.4 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.



## 17. Composition of Congress

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### 17.1 Congress shall comprise of:

- a. the President
- b. the Council Members;
- c. the President of World Athletics and any World Athletics Council Members who are Citizens of any Member Federation Country in Oceania (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:
  - a. additional representatives from each National Governing Body Member;
  - b. one representative from each Associate Member;
  - c. any person who is a member of a World Athletics Commission or working group resident in Oceania;
  - d. any person who is a member of a Council committee;
  - e. employees and contractors of World Athletics and the Association;
  - f. approved representatives from the press, radio or television; and/or
  - g. any other persons invited by Council.

## 18. General Congress

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

- a. adopt and amend this Constitution;
- b. elect the President and the other 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. approve Major Transactions on the recommendation of Council;
- g. appoint scrutineers for Congress meetings; and
- h. 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 World Athletics Council;
- b. a report from the Executive Director including an audited financial statement of the Association's finances at the 31<sup>st</sup> December prior to the date of Congress;
- c. reports from members from Oceania on any World Athletics commissions and working groups;
- d. any recommendations from Council for life membership of the Association;
- e. nominations for the President and other 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**

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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 the President and/or one or more Council Members (other than the ex-officio members) or the Council as a whole;
- b. To elect the President in the event a casual vacancy arises during their term of office; or
- c. To wind up the Association.

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.

**19.2 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, including, if applicable, nominations to fill any casual vacancy in the position of President.

**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, including, if applicable, nominations to fill any casual vacancy in the position of President.

## 20. **Voting and Procedure at Congress**

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- 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:** Except for elections where rule 13.3 (Elections) applies, 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 vote by voice or a show of hands, a declaration by the Chairperson is conclusive evidence of the result, provided that the declaration reflects the voice or show of hands. For voting undertaken by ballot (other than secret ballot) or electronic means, the Chairperson shall state, and the minutes of the meeting shall record the votes cast by each Delegate including the number or proportion of the votes recorded in favour and against any motion.
- 20.7 Elections must be undertaken by secret ballot of the Delegates present and entitled to vote at the Election Congress, provided that in the event:
- a. 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 procedure set out in Appendix C will apply to the election of the President and the Elected Council Members:
- 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. A Scrutineer may not be a Delegate, the President, any other Council Member (in any capacity) or a candidate for any election of any position at the Congress meeting.
- 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 President or any other Council Member in which case the process in Appendix C shall apply.
- 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 through its 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 (other than an Election Congress) 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**

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- 21.1 The World Athletics 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 World Athletics 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 World Athletics Anti-Doping Rules and Regulations in a form decided by the World Athletics 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 World Athletics annually.
- 21.5 World Athletics shall have authority to conduct Doping Controls at the Association's Area Championships.
- 21.6 World Athletics 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 World Athletics, a National Governing Body Member and any other body competent to test under the World Athletics Anti-Doping Rules and Regulations.

## 22. Disputes and Appeals

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- 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 World Athletics Rule or World Athletics Regulation, or not otherwise specified in this Constitution, shall be submitted to a hearing before an independent Judicial Panel established by the Council, as required from time to time and in accordance with the Regulations. Decisions of the Judicial Panel 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 World Athletics Anti-Doping Rules and Regulations shall be determined in accordance with the World Athletics Rules and Regulations.
- 22.4 **Integrity Code of Conduct:** Council shall adopt, and amend from time to time, an Integrity Code of Conduct and regulations to implement the Code, which:
- a. apply to all Area Officials, Athletes and Athlete Support Personnel using any facilities or property of the Association or directly benefiting from any scholarship or grant from the Association, all participants in Area Competitions and all Member Federation Officials [in their dealings with the Association];
  - b. contain standards of conduct that are the same or higher than those set out in World Athletics Integrity Code of Conduct;
  - c. ensures the independent investigation of any alleged breaches and timely prosecution of any prima facie alleged breaches;
  - d. ensures the hearing of any alleged breaches by the Association's Judicial Panel in accordance with the principles set out in rule 22.2.
- 22.5 **Disputes:** In the event of any dispute, doubt or difference in Athletics arising between the Council and any Member, where such dispute, doubt or World Athletics arises is not otherwise

to be determined under a specific World Athletics Rule or World Athletics 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 Panel 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.

**22.6 Disputes with World Athletics:** Unless otherwise stated in a specific World Athletics Rule or World Athletics Regulation, all disputes arising between any Member and World Athletics shall be referred to the World Athletics Council in accordance with the World Athletics Constitution and Rules. The World Athletics Council shall determine the procedure for the final adjudication of the dispute depending on the circumstances of the case in question.

**22.7 Disputes between Members:** All disputes arising between any National Governing Body Members of the Association shall be referred to the World Athletics Council in accordance with the World Athletics Constitution and Rules. The World Athletics Council shall determine the procedure for the final adjudication of the dispute depending on the circumstances of the case in question.

**22.8 Appeals** Any decision of the Judicial Panel may be appealed exclusively to CAS which will resolve the dispute definitively in accordance with the CAS Code of Sports-related Arbitration. Any such appeal must be filed with the CAS within twenty-one (21) days of the party's receipt of the written, reasoned decision of the Judicial Panel in question. Pending resolution of the appeal by the CAS, the decision being appealed shall remain in full force and effect unless the CAS orders otherwise.

**22.9** An appeal before the CAS shall be governed by this Constitution and the Regulations, and on a subsidiary basis by the laws of Queensland. The appeal proceedings shall be conducted in English unless the parties agree otherwise.

## **23. Athlete Eligibility**

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**23.1** The following persons are ineligible for competitions whether held under the World Athletics 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 World Athletics. 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 World Athletics Rules;
  - c. who is currently serving a period of provisional suspension from competitions under the World Athletics Rules or the rules or Regulations of the Association;
  - d. who has been declared ineligible as a result of a breach of the World Athletics Anti-Doping Rules;
  - e. who has been declared ineligible as a result of a breach of any other World Athletics 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 World Athletics Rules or the rules or Regulations of the Association whilst ineligible to do so under the World Athletics Anti-Doping Rules, the consequences set out in World Athletics Rules shall apply.
- 23.3 If an Athlete competes (or an Athlete Support Personnel or other Person participates) in a competition, whether held under the World Athletics Rules or the rules or Regulations of the Association whilst ineligible to do so under any other the World Athletics 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

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- 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**

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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**

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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**

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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

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- 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

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- 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 World Athletics for the purposes of Athletics in Oceania.

## 30. Indemnity

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- 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

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

## 32. Interpretation

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- 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 World Athletics responsible for fostering Athletics in one of the six areas into which the World Athletics Members are divided in the World Athletics Constitution.

**Area Championships** means the Athletics championships competition between athletes in Oceania from members of the Association.

**Area Competitions** means Athletics competitions organised by or on behalf of the Association and includes Area Championships.

**Area Official** means any person who is elected or appointed to a position or role in which they represent the Association including, but not limited, to Council Members; members of any committee, Commission (including the Athletes' Commission), or any other ad hoc committee or group; the Executive Director and all other employees; and members of the Judicial Panel, unless specifically provided otherwise in this Constitution.

**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 World Athletics Anti-Doping Rules.

**Athletes' Commission** means the Commission described in rule 14.5.

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

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

**Citizen** means the person has legal citizenship of a Country, or in the case of a Territory, legal citizenship of the Territory's parent Country and appropriate legal status in the Territory under the applicable laws.

**Congress** means a General Assembly of the Association.

**Council** means the governing body of the Association whose members are elected, or are ex-officio members, in accordance with this Constitution, and for the purposes of the Act is the management committee.

**Council Member** means a member of the Council in any capacity, and unless stated otherwise includes the World Athletics President (ex officio), any World Athletics Council Members described in 13.1d and the Chairperson of the Athletes' Commission.

**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 World Athletics Rules.

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

**Eligible** means the person has been declared eligible by the World Athletics Vetting Panel in accordance with the World Athletics Constitution.

**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.

**In Competition** has the meaning given to it in the World Athletics Rules.

**Intellectual Property** means all rights or goodwill in copyright, names, trademarks (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 World Athletics Rules.

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

**Judicial Panel** means the panel established by the Council to hear and determine any breaches and disputes as described in rule 22.

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

**Major Transaction** means:

- a. any acquisition, expenditure, liability, commitment or transaction (whether singularly or combined with other transactions) for or on behalf of the Association amounting to AUD500,000 or greater, whether in kind or in cash; or
- b. any acquisition, expenditure, liability, commitment or transaction which is unprecedented, complex or high profile for the Association, of any amount whether in kind or in cash as decided by Council.

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

**Member Federation Country** means the Country or Territory in which a Member Federation of World Athletics has authority, as stated in its constitution (as approved by World Athletics), to be the national governing body for the sport of Athletics.

**Member Federation Official** means any person who is elected or appointed to a position in which he or she represents a National Governing Body Member or Association Member, including, but not limited to the president, vice-president, members of the executive body, general secretary and Delegates.

**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 Member Federation of World Athletics 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 World Athletics Rules.

**Oceania** means the geographical area in which members of World Athletics are divided and comprises of the Countries and Territories of Oceania as specified in the World Athletics 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 World Athletics Rules.

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

**President** means the person elected as President of the Association under rule 13.3 who is also a Council Member.

**Region** means one of the three regions of the Association in which the National Governing Body Members are located, namely Melanesia, Micronesia and Polynesia, as set out in the Appendix to this Constitution.

**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, for which proper written notice has been given, is 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 World Athletics Anti-Doping Rules.

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

**World Athletics** means the means the association of World Athletics Members, which is the international authority for the sports of Athletics worldwide, formerly known as the International Association of Athletics Federations (IAAF).

**World Athletics Anti-Doping Rules** means the rules regarding anti-doping as set out in the World Athletics Rules, as amended from time to time.

**World Athletics Constitution** means the constitution of World Athletics as amended from time to time.

**World Athletics Council** means the Council of World Athletics as described in the World Athletics Constitution.

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

**World Athletics Regulations** means the regulations of World Athletics as may be passed and amended by the World Athletics Council from time to time.

**World Athletics Rules** means any rules of World Athletics as may be passed and amended by the World Athletics Council from time to time.

**World Athletics Vetting Panel** means the Vetting Panel of World Athletics as described in the World Athletics Constitution.

**APPENDIX A – NATIONAL GOVERNING BODY MEMBERS**

American Samoa Track and Field Association

Athletics Solomon Islands

Athletics Australia

Athletics Cook Islands

Athletics Fiji

Athletics Marshall Islands

Athletics Nauru

Athletics New Zealand

Athletics Norfolk Island

Athletics PNG

Athletics Samoa

Federated States of Micronesia Athletic Association

Federation d'Athlétisme de Polynésie Française

Guam Track and Field Association

Kiribati Athletics Association

Northern Mariana Athletics

Palau Track And Field Association Tonga Athletics Association

Tuvalu Athletics Association

Vanuatu Athletic Federation



## **APPENDIX B – REGIONS**

### **Region 1 – Melanesia**

Athletics Australia

Athletics Fiji

Athletics Norfolk Island

Athletics Papua New Guinea

Athletics Solomon Islands

Vanuatu Athletics Federation

### **Region 2 – Micronesia**

Federated States of Micronesia Athletics Association

Guam Track and Field Association

Kiribati Athletics Association

Athletics Marshall Islands

Athletics Nauru

Northern Mariana Athletics

Palau Track and Field Association

### **Region 3 – Polynesia**

American Samoa Track and Field Association

Athletics Cook Islands

Athletics New Zealand Inc

Federation d'Athlétisme de Polynésie Française

Athletics Samoa

Tonga Athletics Association

Tuvalu Athletics Association

## APPENDIX C - ELECTION VOTING PROCESS

### President

1. For the President, the voting Delegate for each Member Federation must cast a vote for one candidate for Area President.
2. The candidate who is the highest polling and has a simple majority of votes in their favour will be declared elected.
3. In the event of a tie between the two or more highest polling candidates, a further ballot will be conducted between those candidates who have tied. This ballot will be to decide the tie and the highest polling of them will be declared elected.

### Council Members

4. The voting Delegate for each Member Federation shall cast a vote for six (6) other Council Members appearing on a single ballot paper. The voting Delegate must vote for at least one candidate of each gender. If a Delegate votes for less than 6 candidates or does not vote for at least one candidate of each gender or abstains, their vote will be invalid.
5. Once the votes are cast, all the candidates for whom any votes were cast will be ranked from the highest polling to the lowest polling ("ranking list").
6. The highest polling female candidate and highest polling male candidate on the ranking list who received a simple majority of votes in their favour shall be declared elected, unless they are from the same Member Federation. If this occurs, the lowest polling candidate between the two of them shall not be declared elected (but shall remain in the ranking list) and the next ranked candidate (of the relevant gender) who received a simple majority of votes in their favour will be declared elected.
7. Any candidates remaining on the ranking list who are from the same Member Federation as those declared elected in clause 6, shall be removed from the ranking list.
8. The next three highest polling candidates (male or female) on the ranking list, who received a simple majority of votes in their favour shall be declared elected, unless any of them are from the same Member Federation. If this occurs, the lowest polling candidate between the three of them shall not be declared elected and the next ranked candidate (of either gender) who received a simple majority of votes in their favour will be declared elected.

9. In the event there are no candidates or insufficient candidates to receive a simple majority of votes in their favour in order to declare all of the 6 other Council Members elected, a further round of voting will take place for the remaining positions, with those who already elected under clause 6 or 7, being removed from the ballot paper. In this second round of voting, Delegates shall cast a vote for the same number of candidates for which there remain vacancies appearing on a single ballot paper.
10. The process set out in clauses 4 to 9 shall apply (including further rounds of voting if required) until there are 6 other Council Members declared elected.
11. For the purposes of this Appendix, a “simple majority” means half the total voting strength of Delegates present at the meeting plus one, excluding any invalid votes. For example, if the maximum voting strength is 20, a simple majority would be 11 (eleven).
12. In the event of a tie to fill the final position/s a further ballot will be conducted between those candidates who have tied. This ballot will be to decide the tie by the highest polling candidate between those candidates. If the tie is again not broken the candidates to be declared between them will be determined by lot drawn by the Chairperson.