

**CONSTITUTION
OF
THE NATIONAL ASSOCIATION OF
ATHLETICS ADMINISTRATIONS
OF
TRINIDAD AND TOBAGO**

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Article 1

NAME

- 1.1 The name of this Association shall be the National Association of Athletics Administrations of Trinidad and Tobago (hereinafter called "the NAAATT")
- 1.2 The NAAATT is the National Governing Body for the sport of Athletics in Trinidad and Tobago.

Article 2

DEFINITIONS AND INTERPRETATION

- 2.1 In this Constitution unless the contrary intention appears: -

'Athletics' means Track and Field, Road Running, Race Walking, Cross Country Running and Mountain Running;

'Board' means the Board of Officers of the NAAATT;

'By-Laws' means any by-laws made by the Board under **Section 35**;

'Clear days' means all the days excluding the first and last days;

'Clubs' means sporting organisations affiliated to the NAAATT;

'Competitions' means and includes:

- (a) any championship (national or otherwise) organised or conducted by a Club or Affiliate for or on behalf of the NAAATT;

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- (b) any championship or competition (national or otherwise) sponsored by or conducted by or on behalf of the NAAATT; or
- (c) international championship or competition at which the NAAATT is represented.

‘Competitor’ means an athlete, sportsman or sportswoman who participates competitively at any organized athletic competition;

‘Constitution’ means the Constitution for the time being of the NAAATT;

‘Court of law’ means the Magistrate’s Court or the Supreme Court of Justice of Trinidad and Tobago;

‘Delegate’ means the person elected or appointed from time to time by a Club or Affiliate;

‘Financial member’ means a member whose subscription fees have been fully paid for that financial year;

‘Financial year’ means the year ending September 30 each year;

‘General Meeting’ means the annual or any special general meeting of the NAAATT;

‘Life Member’ means an individual upon whom Life Membership of the NAAATT has been conferred under **Article 7**;

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'IAAF' means the International Association of Athletics Federations, the world governing body for athletics;

'Intellectual Property' means all rights or goodwill subsisting in copyright, business names, trademarks (or signs), logos, designs or patents or marks relating to the NAAATT or any event, competition, championship, meeting or sporting activity of or conducted, promoted or administered by the NAAATT;

'Mediation' means that form of non-binding dispute resolution that is facilitated by a third party chosen by the disputants;

'Notices' means notice of meetings and/or notices of motions;

'Objects' means the objects of the NAAATT set out in **Section 4**;

'Officer' means a member of the Board and includes any person acting in that capacity from time to time for the time being of the NAAATT;

'Official' means any person elected or appointed to any position within the NAAATT or the Member Associations;

'NACAC' means the North American, Central American and Caribbean Athletics Association;

'President' means the president for the time being of the NAAATT;

'Secretary' means that officer of the NAAATT as defined in **Section 18**;

'Special Resolution' means a resolution passed:

- (a) at a General Meeting of the NAAATT of which 30 days' notice, accompanied by notice of intention to propose a resolution as a special resolution, has been given to the members in accordance with this Constitution; and
- (b) by at least three quarters of those members present whether voting in person or by proxy.

'TTADO' means the Trinidad and Tobago Anti-Doping Organisation.

2.2 In this Constitution, unless the context otherwise requires:

- (a) words importing the singular include the plural and vice versa;
- (b) words importing any gender include the other gender;
- (c) references to persons include corporations and bodies politic;
- (d) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (e) all headings contained in this Constitution are for guidance and do not form part of the substance of the Constitution;
- (f) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any court of law, the phrase or provision is to be read down for all purposes, if possible, so as to be valid and enforceable. If it cannot be read down it shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of the Constitution or affecting the validity or enforceability of that provision.

Article 3

PURPOSES

3.1 The NAAATT:

- (a) is incorporated as a limited liability company under the Companies Act 1995 of Trinidad and Tobago;
- (b) will promote and develop athletics in Trinidad and Tobago in accordance with the Objects;
- (c) does not operate for the purpose of profit or gain to its individual members;
- (d) will strive to secure representation of national teams on the local, regional and international stages of athletics participation.

Article 4

OBJECTS

4.1 The Objects of the NAAATT are to:

- (a) affiliate and otherwise liaise with the IAAF and NACAC or their successors or assigns and such other bodies as may be desirable to achieve these Objects;
- (b) conduct, encourage and promote athletics in and throughout Trinidad and Tobago;
- (c) foster the promotion and administration of athletics activities through its members for the mutual and collective benefit of the members;
- (d) act in good faith to ensure the sustainability of the NAAATT, its standards and reputation for the benefit of the members and athletics;
- (e) promote mutual trust and confidence between the NAAATT and the members in pursuit of these Objects;

- (f) arrange and provide for the holding of courses or seminars for the instruction and teaching of athletics to sportsmen, teachers, coaches, instructors, officials and other administrative personnel;
- (g) promote the economic and sporting success and stability of the NAAATT;
- (h) ensure compliance with the rules and by-laws of the IAAF as amended from time to time;
- (i) make Trinidad and Tobago a leading nation in athletics;
- (j) use and protect the Intellectual Property of the NAAATT;
- (k) collect, distribute and publish information in connection with athletics;
- (l) promote national, regional and international meetings, competitions and championships held in Trinidad and Tobago;
- (m) secure uniformity in such rules as may be necessary or appropriate for the management of athletics and related activities in Trinidad and Tobago;
- (n) advertise and promote athletics to the widest public;
- (o) ensure as best as possible the health and safety of all Members;
- (p) pursue such sponsorship and marketing opportunities as are appropriate, to further these Objects;
- (q) formulate or adopt and implement appropriate policies on sexual harassment, equal opportunity, anti-doping, illegal betting, child protection, health and safety, and such other matters which may arise as issues to be addressed in athletics; and
- (r) do all that is reasonably necessary to enable these Objects to be achieved and to enable the Members to receive the benefits which these Objects are intended to achieve.

Article 5

POWERS

5.1 The NAAATT shall have the following powers:

- (a) to become a Member of or to co-operate with any other Association or organisation, including but not limited to the IAAF and NACAC, whether incorporated or not and whose objects are altogether or in part similar to those of the NAAATT;
- (b) to purchase or otherwise acquire any lands buildings easements or property, real and personal, and any rights or privileges which may be requisite for the purposes and objects of the NAAATT;
- (c) to take such steps as may be deemed expedient for the purpose of procuring contributions to the funds of the NAAATT in the shape of sponsorship, annual subscription fees or other donations;
- (d) to borrow for the purposes of the operation of the NAAATT;
- (e) to appoint from time to time and with or without remuneration, agents, attorneys or any persons under power of attorney or otherwise;
- (f) to hire and employ staff, terminate their employment and pay to them and to other persons for services rendered to the NAAATT such fees, salaries, wages gratuities and bonuses as may be thought fit;
- (g) to undertake and execute any trust which may seem to the NAAATT conducive to any of its objects;
- (h) to exercise jurisdiction over all members in all matters pertaining to athletics including discipline, expulsion, suspension, disqualification or otherwise dealing with them;
- (i) to impose levies or fines.

Article 6

INCOME AND PROPERTY

- 6.1 The income and property of the NAAATT, from wherever derived, shall be applied solely towards the promotion of the Objects of the NAAATT as set forth in this Constitution.

Article 7

MEMBERSHIP

- 7.1 There shall be four (4) categories of Membership:

- (a) **Full Membership**, which shall comprise:

Clubs in good financial standing and which have a minimum membership of 15 registered athletes, of which 10 must be active.

- (b) **Associate Membership** which shall comprise:

- (i) Individuals (ordinary members)
- (ii) Schools and institutions that are not clubs
- (iii) Unattached athletes
- (iv) Visitors
- (v) Visiting sporting teams and officials from an overseas territory, who may be granted such membership and only for the duration of their visit to Trinidad and Tobago.

- (c) **Life Membership**

Such persons who were deemed life members under the previous Constitution

(d) **Honorary Membership**

- (i) Comprising persons who have provided long and meritorious or special service to the NAAATT;
- (ii) Nominations for Honorary Membership shall be proposed by the Board or by any Full Member in which case it must be received by the Secretary at least 14 days prior to the next General Meeting;
- (iii) Honorary Membership shall be approved at the Annual General Meeting;
- (iv) Honorary Membership shall usually be granted for one year but may be extended;
- (v) Honorary Membership shall expire at the end of each calendar year and a list of existing honorary members in addition to persons being proposed for such membership shall be submitted for approval at the Annual General Meeting.

7.2 Rights of Members:

7.2.1 Delegates of Full Members shall be entitled to:

- (a) attend, debate and vote at all General Meetings, whether Annual or Special
- (b) nominate and second persons eligible for office
- (c) become an Officer of the NAAATT

7.2.2 Delegates of Associate Members as in 7.1 (b) (ii) and (v) shall be entitled to attend and debate at meetings, without the right to nominate, second, vote or become an Officer. The same conditions shall apply to other classes of Associate Membership with the exception of the Ordinary Member who may become an Officer.

7.2.3 The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable. The Board shall convene a Special General Meeting for the purpose of

creating the new category of Membership which creation will require a majority vote.

7.3. Register of Members:

Each Full and Associate Member as in 7.1 (b) (ii) shall maintain in a form and with such details as are required by the NAAATT, a register of all their respective athletes and/or individual Members. Each Full and Associate Member as in 7.1 (b) (ii) shall provide a copy of the register by January 31 in each year and in a form acceptable to the NAAATT and shall provide prompt and regular updates of that register to the NAAATT when required by the Board

Comment to Article 7

- (i) A visiting team under 7.1 (b) (v)-shall refer to a team whose primary place of operation is outside of Trinidad and Tobago and shall include English speaking and non-English speaking teams.*
- (ii) An application for Full or Associate Membership can be made via postal service, facsimile or electronically and shall be addressed to the Secretary of the NAAATT.*
- (iii) The Board shall consider all applications for Full and Associate Membership and shall notify the applicant of its decision as soon as is practical but not more than 60 days of receipt of the application*
- (iv) Nominations for Honorary Membership under 7.1 (d) shall be received by the Secretary no less than 14 days before the Annual General Meeting at which such membership is to be determined.*
- (v) The nomination form shall be signed by a nominator and a seconder who must both be Full Members.*

Article 8

REGISTER OF MEMBERS

8.1 Secretary to Keep Register

The Secretary shall keep and maintain a register of all NAAATT Members.

8.2 Inspection of Register

Having regard to privacy and confidentiality considerations, an extract of the register, excluding the address of any member, Officer or Delegate, shall be available for inspection (but not copying) upon reasonable request by a Full Member.

Article 9

EFFECT OF MEMBERSHIP

9.1 Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the NAAATT and that they are bound by this Constitution and any related by-laws;
- (b) this Constitution is made in pursuit of the mutual and collective benefit of the NAAATT, the Members and the sport of athletics;
- (c) this Constitution and the by-laws, if any, are necessary and reasonable for promoting the Objects and particularly the advancement and protection of athletics;
- (d) they are entitled to all benefits, privileges and services of NAAATT membership.

Article 10

LIABILITY OF MEMBERS

- 10.1 The liability of the members of the NAAATT is limited.
- 10.2 Every member of the NAAATT undertakes to contribute to its assets, in the event of the NAAATT being wound up while he is a member or within one year after he ceases to be a member, for payment of debts and liabilities of the NAAATT contracted before he ceases to be a member, such as may be required not exceeding one (1) dollar (\$1.00).

Article 11

DISCIPLINE OF MEMBERS

- 11.1 The Board may refer the following matters for investigation or determination by the Disciplinary Committee which is formed pursuant to **Article 34**:
- (a) breach of Constitution: an allegation or grievance (not being capricious, vexatious or frivolous) by a complainant (who may be, but need not be a member) that a member has:
 - (i) acted in a manner unbecoming of a member or prejudicial to the Objects and interests of the NAAATT and the sport of athletics; or
 - (ii) brought the NAAATT or the sport of athletics into disrepute.
 - (b) breach of Constitution: an allegation or grievance (not being capricious, vexatious or frivolous) by a complainant who is a member, that another member has:
 - (i) failed or refused to comply with a provision of this Constitution, the by-laws or any other decision, resolution or policy of the Board or duly authorised committee

- 11.2 Members will be subject to the jurisdiction, penalties and appeal mechanisms of the NAAATT as set out in the Constitution and its by-laws.
- 11.3 Members undergoing disciplinary proceedings shall be given an opportunity to be heard.

Comment to Article 11

There shall be a specific procedure for a member who faces a disciplinary charge:

- (i) The Disciplinary Committee shall comprise no less than five (5) members (not including Board Members) from whom any three (3) shall form a panel for the purpose of a disciplinary hearing.*
- (ii) The Disciplinary Committee or someone delegated by it shall conduct an investigation to determine whether an offence has been committed. The investigator shall not be eligible to form part of the panel referred to in (i) above.*
- (iii) The offence, if any, must be identified under the applicable rules/laws of the NAAATT.*
- (iv) The member shall be notified by the Secretary of the NAAATT of the offence and be given notice of the ensuing disciplinary hearing.*
- (v) The member shall be informed of his right to be represented at the hearing. Such representative may be qualified in law. The member shall be entitled to bring witnesses to the hearing.*
- (vi) At the hearing, the member shall be afforded the opportunity to be heard and to defend the charge laid against him.*
- (vii) The decision of the Disciplinary Committee shall be communicated to the member in writing indicating the penalty, if any, imposed by the Disciplinary Committee.*
- (viii) The member shall have a right of appeal to the Internal Dispute Tribunal created under Article 48 of this Constitution.*

Article 12

DISCONTINUANCE OF MEMBERSHIP

12.1 Member's withdrawal of membership

A member may withdraw membership by written notice to the Board. Such withdrawal shall be confirmed only by approval of the Board, which approval must not be unreasonably withheld.

12.2 Member's Failure to Comply

Where a member fails to comply with his financial obligations, including those listed under **Article 13** of this Constitution, the Board may determine that member to be not of good standing and its membership shall lapse. On determination that a member is not of good standing, the Board shall give notice to the member of its failure to meet the said obligations and of its pending lapse of membership.

12.3 Forfeiture of Rights

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

12.4 Representation Rights

Where a member ceases to be a member of the NAAATT, he shall also forfeit all representation rights at General Meetings.

12.5 Membership May Be Reinstated

Membership which has lapsed, been withdrawn or terminated under this Constitution or its-by-laws, if any, may be reinstated at the discretion of the NAAATT, on application in accordance with this Constitution and otherwise on such conditions as the Board sees fit.

Comment to Article 12

- (i) *Written Notice under 12.1 shall be no less than 28 clear days from the time of the member's intended withdrawal.*

Article 13

SUBSCRIPTIONS AND FEES

- 13.1 Fees including annual membership fees payable by members to the NAAATT shall be determined by resolution at the Annual General Meeting on the recommendation of the Board.
- 13.2 Monies payable to the NAAATT by the members under **Article 13.1** shall be forwarded to the NAAATT for the NAAATT's use by such dates as are prescribed by the Board.

Article 14

CLUB AND AFFILIATE CONSTITUTIONS

- 14.1 Each Full and Associate Member as in 7.1 (b) (ii) shall take all necessary steps to ensure its constituted documents are in a form acceptable to the NAAATT and are consistent with the Objects of the NAAATT.

Article 15

DELEGATES

15.1 Appointment of Delegates

Each Full and Associate Member as in 7.1 (b) (ii) and (v) shall be entitled to appoint two Delegates. Such Members shall appoint their Delegates subject to the provisions of **Article 15.2.**

A Delegate must:

- (a) be an individual member of the organisation which appoints him; and
- (b) be appropriately empowered by his organisation to make decisions at General Meetings.

15.2 Delegates as Representatives

Delegates shall represent their organisations at General Meetings and shall have full power to consider and vote where allowed on resolutions at General Meetings.

Article 16

THE OFFICERS

16.1 There shall be eleven (11) Officers of the NAAATT comprising six (6) Executive positions namely:

- (i) The President;
- (ii) Two Vice Presidents,
- (iii) The Secretary;
- (iv) The Assistant Secretary;

(v) The Treasurer; and

(vi) Five (5) Officers who do not hold executive positions.

16.2 The Officers of the NAAATT shall be elected at the Annual General Meeting in the year that such elections are constitutionally due. Collectively they shall be known as the Board.

16.3 The Officers shall be elected from among Delegates and individual financial members.

16.4 No Executive Board Member shall hold the same office for more than two successive terms in accordance with **Article 23** of this Constitution.

Comment to Article 16

- (i) In keeping with the goals and aspirations of the IAAF and the International Olympic Committee, members will strive to ensure that at least 20% of the Officers are women.*
- (ii) For the avoidance of doubt, the provision forbidding the holding of office by an Executive Board Member for more than two consecutive terms does not prevent him from serving on the Board thereafter provided that such service is in a different capacity from that in which he had previously served.*
- (iii) The five (5) non-Executive officers shall each be eligible to become Executive Officers at any time after the first term of four years. In the case that such Officer becomes an Executive Board Member, Comment 16(i) shall apply.*

Article 17

NOMINATIONS

17.1 Nominations must be submitted to the Board and must be received by the NAAATT twenty-one (21) days prior to the relevant General Meeting

17.2 Nominations for election to the Board must be:

- (a) in writing;
- (b) on the prescribed form (if any) provided for that purpose;
- (c) signed by a nominator and a seconder, who shall be Full Members in good standing;
- (d) certified by the nominee expressing his willingness to accept the position for which he is nominated;
- (e) in the case of the Treasurer shall be accompanied by a profile outlining certification and/or experience in the field of accounting/finance.

17.3 If at the close of receipt of nominations (midnight on the due date) there are no nominations for any position, on the first working day thereafter, the Secretary shall inform members, giving an extension of a further seven (7) days for receipt of nominations.

17.4 If at the close of receipt of nominations at the end of the extended period as per **article 17.3** (midnight on the due date) there are no nominations for any position, nominations for such positions shall be accepted on the day of the Annual General Meeting.

Comment to Article 17

The Nomination Form may follow the format below:

NOMINATION FORM

Name of Club: _____

Name of Candidate: _____

Address of Candidate: _____

Please tick the appropriate office being contested:

President [] Vice-President []

Secretary [] Treasurer []

Assistant Secretary [] Other []

Name of Nominator: _____

Name of Nominator's club: _____

Name of Seconder: _____

Name of Seconder's club: _____

Date: _____

(Nominator and Seconder are to be from different clubs)

I, [NAME OF NOMINEE], hereby accept my nomination to serve in the office of [OFFICE FOR WHICH NOMINATED] of the NAAATT for the upcoming term.

Nominee's Signature

I, [NAME OF ENDORSER] of [NAME OF MEMBER CLUB] hereby confirm that

[NAME OF NOMINEE] is a member of the [NAME OF CLUB/ORDINARYMEMBER] in good standing.

Signature of Endorser

Article 18

THE ROLES OF THE EXECUTIVE OFFICERS

- 18.1 The President shall chair any meeting at which he is present. If the President is not present, or is otherwise unable to preside, then a Vice President shall chair the meeting. If all three are absent or otherwise unable to preside, the remaining Officers shall appoint one of their number to preside as chairman for that meeting only. The President shall present a President's Report on behalf of the Board at the NAAATT's Annual General Meeting.
- 18.2 A Vice President shall support the President in his duties, act in his absence and shall enjoy for the time being the same right as if he were President.
- 18.3 The Secretary shall be responsible for keeping correct Minutes of Board meetings, official correspondence and records of the NAAATT. He shall delegate such of his duties to the Assistant Secretary as he deems fit.
- 18.4 The Assistant Secretary shall be of general assistance to the Secretary, act in his absence and shall enjoy for the time being the same rights as if he were the Secretary.
- 18.5 The Treasurer shall be a qualified accountant or have a background in Finance. The Treasurer shall keep such books of accounts as the Board may from time to time direct, deposit the funds of the NAAATT in such financial institution(s) as may be selected by the Board and shall present a Treasurer's Report and audited financial statements at the Annual General Meeting of the NAAATT.

Comment to Article 18

- (i) *Each Board member shall be expected to carry out his functions, duties and responsibilities with reasonable diligence and skill and in accordance with principles of good governance.*
- (ii) *The Board shall be expected to act in the best interests of the NAAATT as a whole and not for the personal interests of each member.*
- (iii) *Each Board member shall be expected to be reasonably familiar with the incorporation documents of the NAAATT, and its BY LAWS if any, and any amendments or legal notices thereof.*
- (iv) *The Treasurer shall supply quarterly reports to the Board and to General Meetings along with such other reports as may be requested.*

Article 19

POWERS OF THE BOARD

- 19.1 Subject to this Constitution, the business of the NAAATT shall be governed, and the powers of the NAAATT shall be exercised, by the Board during its term. The Board shall act in accordance with the objects of the NAAATT and shall operate for the collective and mutual benefit of the NAAATT, the members and the sport of athletics.
- 19.2 The Board may hire a Chief Executive Officer
- 19.3 The Board may employ staff in order to attain its purposes
- 19.4 NAAATT will prohibit a Board Member from becoming an employee.

Comment to Article 19

- (i) *The following Executive Board Members shall have the authority to sign cheques issued by the NAAATT [NAAATT to insert]*

- (ii) *No cheque shall be signed by only one such Member. A minimum of two signatories shall be required.*

Article 20

REMOVAL AND REPLACEMENT OF OFFICERS

20.1 Removal of Officers

Removal of Officers shall occur at a Special General Meeting convened for that purpose and in accordance with the provisions in **Articles 30.2, 30.3, 30.4 and 30.5.**

20.2 Replacement of Officers

The replacement of Officers shall occur at the same Special General Meeting in which Officers were removed. The names of nominees for the vacant positions shall be submitted to the Secretary no later than 14 days before the Special General Meeting at which the vacancies are to be filled. The nominees must confirm their acceptance of the nomination in writing.

Comment to Article 20

- (i) *The nomination acceptance form shall take the format below:*

"I, _____, hereby duly accept my nomination to the position of [NAME OF OFFICE] in the NAAATT. I fully comprehend the extent of my duties as [NAME OF OFFICE] and if elected will fulfill those duties responsibly and with integrity."

Article 21

MEETINGS OF THE BOARD

21.1 Board to Meet

The Board shall meet as often as is deemed necessary, but at least once every quarter, in every Financial Year for the dispatch of business and may adjourn and otherwise regulate its meetings as it thinks fit.

21.2 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a simple majority of votes and a determination of a majority of Officers present and entitled to vote shall for all purposes be deemed a determination of the Board. All Officers shall have one vote on any question. The Chairman shall have an original vote and, where the vote count is equal, a casting vote.

21.3 Resolutions not in meeting

A resolution in writing, signed or assented to electronically or by facsimile by all the Officers shall be as valid as if it had been passed at a meeting of Officers duly convened and held.

21.4 Quorum

At meetings of the Board the number of Officers whose presence (or participation under **Article 21.3**) is required to constitute a quorum is 7.

21.5 Notice of Board meetings

Unless all Officers agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence), not less than 7 days' written notice of the

meeting of the Board shall be given to each Officer. The agenda shall be forwarded to each Officer not less than 3 days prior to such meeting.

21.6 Validity of Board decisions

A procedural defect in decisions taken by the Board shall not result in such decision being invalidated.

Comment to Article 21

- (i) Procedural defects shall refer to those errors and/or omissions which in the reasonable discretion of the Board are minor, trivial or immaterial.*
- (ii) A procedural defect under 21.6 shall include, but is not limited to, notice periods, incorrect dates, spelling errors not related to someone's name and the like. Such defects can be cured without affecting the substance of a decision made under this constitution.*

Article 22

ELECTIONS

22.1 Elections of Officers under **Articles 16** and **20.2** shall be by ballot at the relevant General Meeting.

Comment to Article 22

- (i) The ballot shall be prepared by the Secretary.*
- (ii) A Returning Officer, appointed by the Board, shall choose any member who is not eligible to vote, nor is a candidate for office to oversee the distribution of the ballot.*
- (iii) The ballot shall be counted by three (3) persons, one of whom shall be the said Returning Officer.*
- (iv) The results of the ballot shall be returned to the Members within 45 minutes of their collection or as quickly as is reasonably practicable if more time for counting is needed.*

Article 23

TERM

- 23.1 Each Officer shall hold office for four (4) years but is eligible for re-election subject to this Constitution.

Article 24

GENERAL MEETINGS

24.1 Association Powers at a General Meeting

The NAAATT during a General Meeting shall act in accordance with the Objects and for the benefit of the members, the sport of athletics and the general community throughout Trinidad and Tobago. The NAAATT in General Meetings will act in its best interests and will:

- (i) Convene mandatory Quarterly General Meetings;
- (ii) Requisition a General Meeting;
- (iii) Convene a General Meeting;
- (iv) Determine Officers' fees (as applicable);
- (v) Alter the Constitution (subject to **Article 46**);
- (vi) Accept or reject the Annual Reports of the President and Treasurer;
- (vii) Pass or reject Special Resolutions;
- (viii) Have power to admit Honorary Members.

Article 25

NOTICE OF GENERAL MEETINGS

- 25.1 Notice of every General Meeting shall be given to every member and Officer at the address appearing in the register kept by the NAAATT. No other person shall be entitled as of right to receive notices of General Meetings, except the NAAATT's auditor(s) and legal adviser(s)
- 25.2 At least 30 days' notice of the place, date and hour of the General Meeting shall be given.
- 25.3 At least 14 days' notice of the business to be transacted at a General Meeting shall be given, together with:
- (a) any notice of motion received from any member, Officer or the Board in accordance with this Constitution;
 - (b) relevant accounts, reports or other relevant documentation in accordance with this Constitution;
 - (c) a list of all nominations received for positions to be elected at the relevant General Meeting.

Article 26

ATTENDANCE AND PARTICIPATION AT GENERAL MEETINGS

- 26.1 Notwithstanding any other clause of this Constitution, no member shall be represented at, or take part in a General Meeting, unless all monies are duly paid.

Article 27

ANNUAL GENERAL MEETINGS

- 27.1 An Annual General Meeting of the NAAATT shall be held in accordance with this Constitution on a date not later than three months after the close of the Financial Year and at a venue to be determined by the Board.

Article 28

BUSINESS OF ANNUAL GENERAL MEETINGS

28.1 Business to be transacted

- (a) The business to be transacted by the Annual General Meeting includes:
- (i) the confirmation of the minutes of the last Annual General Meeting
 - (ii) the adoption of the reports of the President and the Treasurer
 - (iii) the consideration of the audited financial statements
 - (iv) the appointment of auditors
 - (v) the appointment of a legal advisor, where applicable
 - (vi) amendments (if any) to the Constitution
 - (vii) the appointment of Honorary Members
 - (viii) the election of Officers
- (b) All business that is transacted at a General Meeting, with the exception of those matters set out in **Article 28.1** shall be Special Business. "Special Business" is business of which a notice of motion has been submitted in accordance with **Article 29** of this Constitution.

28.2 No Other Business

No business other than that stated on the notice for a meeting shall be transacted at the General Meeting.

Comment to Article 28

- (i) *Notwithstanding the provisions of Article 28.2 of this constitution, within the sole discretion of the Chairman of the meeting, motions and counter-motions may be received. Each motion or counter-motion must be seconded in order to move forward.*
- (ii) *Any member moving a motion shall have a maximum of three (3) minutes speaking with an additional minute available at the discretion of the Chairman. Counter-motions shall have the same time limits.*
- (iii) *Voting on motions and counter-motions shall be by a show of hands and decided by a majority of votes.*

Article 29

NOTICES OF MOTION

- 29.1 All Notices of Motion from Members for inclusion as Special Business at a General Meeting must be submitted in writing (in the required form, if any) to the Secretary not less than seven (7) clear days after the issue of the notice of the General Meeting in **Article 26.**

Comment to Article 29

- (i) *The notice of motion form under 29.1 may take the following format:*

NOTICE OF MOTION

TAKE NOTICE that the following items are requested for placement as special business on the agenda of the General Meeting scheduled for the day of , 20 at
(include Venue)

1.

2.

3.

Dated this day of , 20 .

Signed: _____

(ii) *Movers and seconders of motions shall be Full Members.*

Article 30

SPECIAL GENERAL MEETINGS

30.1 The Board shall convene a Special General Meeting of the NAAATT as often as it deems necessary.

30.2 The Board shall on the requisition in writing of one-third of the Full Members convene a Special General Meeting.

30.3 The requisition for a Special General Meeting shall

- (i) state the purpose of the meeting;
- (ii) be signed by the members making the requisition; and
- (iii) be sent to the NAAATT.

30.4 If the Board does not cause a Special General Meeting to be held within ten (10) clear days after the date on which the requisition is sent to the NAAATT, the requisitionists may convene a Special General Meeting to be held not later than 30 days after that date.

30.5 A Special General Meeting convened by members under this Constitution shall be convened by twenty-one (21) days written notice to the general membership.

Article 31

PROCEEDINGS AT GENERAL MEETINGS

31.1 Quorum Present

No business shall be transacted at any General Meeting unless a quorum is present at the time fixed for the commencement of the meeting. A quorum for General Meetings shall be a minimum of ten (10) Full Members who are in good financial standing.

31.2 President to preside

The President shall preside at every General Meeting of the NAAATT. In his absence, the provisions of **Article 18.1** shall apply

31.3 Adjournment of Meeting

If after half an hour from the time appointed for the General Meeting a quorum is not present the meeting shall be adjourned to the same time and venue seven days later. If at the adjourned meeting a quorum of 25% of the financial members is not present after half an hour from the time appointed for the meeting, the meeting will continue with those present.

31.4 Poll

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless, before the show of hands, a poll is demanded:

- (a) by the Chairman; or
- (b) by over half the Delegates and Officers present.

31.5 Recording of Determinations

Unless a poll is demanded under **Article 31.4**, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the NAAATT shall be conclusive evidence of the fact.

31.6 Where Poll demanded

If a poll is duly demanded under **Article 31.4** it shall be taken at the meeting at which it is demanded and shall be adjourned if over half the Delegates and Officers present demand it.

31.7 Resolutions not in Meeting (a) Except:

- (i) in the case of an Annual General Meeting; or
- (ii) where a Special Resolution is required under this Constitution; a resolution in writing signed or assented to by facsimile or electronically by all the members entitled to vote shall be as valid as if it had been passed at a meeting of members entitled to vote duly convened and held.

Comment to Article 31

- (i) *For the avoidance of doubt, a poll shall have the same meaning as a vote by ballot.*

Article 32

RIGHTS AT GENERAL MEETINGS

- 32.1 Each Full Member shall have voting rights. Each Delegate shall have one vote. The Chairman shall have an original and a casting vote.

32.2 Each Officer is entitled to notice of, and to attend, debate and vote at all General Meetings.

32.3 Delegates may vote by proxy in accordance with this **Article 32.3** as follows:

- (a) The instrument appointing a proxy shall be in writing under the hand of the appointer or of a duly authorised attorney in writing or, if the appointer is a corporation, either under seal or under the hand of a director, secretary or duly authorised attorney. An eligible member shall be entitled (but is not obliged) to instruct a proxy to vote in favour of or against any proposed resolution. Unless otherwise instructed, the proxy may vote as he or she thinks fit. The instrument appointing a proxy may be in the following form or in a common or usual form as directed by the Board from time to time:

APPOINTMENT OF PROXY

I, of being a member the NAAATT and eligible to vote pursuant to Article 32.1 hereby appoint of , as my proxy to vote for me on my behalf at the (Annual General or General as the case may be) Meeting of the NAAATT, to be held on the day of , and at any adjournment thereof. [My proxy is hereby authorised to vote in favour of/against the following resolutions] [My proxy is free to vote as he sees fits]

Signed this day of , 20 .

- (b) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority shall be deposited at the registered office of the NAAATT not less than 48 hours before the time for

holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote;

- (c) a proxy remains valid as long as the appointer remains alive unless revoked by the appointer.

Comment to Article 32

- (i) *The proxy form may also be in the following format:*

APPOINTMENT OF PROXY

"The undersigned member of the NAAATT hereby appoints [] or in his absence [] as the nominee to attend and act for and on behalf of the undersigned, being a Member eligible to vote at meeting to be held on the day of , 20 and at any adjournment or adjournments thereof."

Article 33

VACANCIES OF OFFICERS

33.1 Grounds for Termination of Officers

The office of an Officer becomes vacant if the Officer:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

- (d) resigns his office by providing notice in writing to the NAAATT;
- (e) is absent from Board Meetings for three (3) consecutive statutory meetings without excuse; The Board shall give notice to such an Officer during the fifth month that termination is pending;
- (f) is removed from office by Special Resolution.

33.2 Remaining Officers May Act

In the event of a vacancy in the office of an Officer, the remaining Officers may fill the vacancy by appointing an Acting Officer. If the period remaining before the due date for election of Officers is 3 months or less, then no Acting Officer shall be appointed. If the said period exceeds one year, then the appointment of the Officer will be by election at a Special General Meeting and not an acting appointment.

Comment to Article 33

- (i) *The filling of a vacancy by appointment under 33.2 shall be done by a majority of the remaining officers by a show of hands. In the event of a tie, the casting vote will rest with the officer chairing the meeting.*

Article 34

STANDING COMMITTEES

34.1 Standing Committees

There will be standing committees to assist in the effective administration of athletics. Persons shall be appointed to these standing committees each year by the Board. The Board will call for nominations from individual members for consideration to appointment to the following standing committees:

- (i) *Education, Publications and Research (Records)*

- (ii) *Women's*
- (iii) *Technical Development*
- (iv) *Coaching and Development*
- (v) *Selection*
- (vi) *Events*
- (vii) *Finance, Marketing and Promotions*
- (viii) *Athletes*
- (ix) *Disciplinary*
- (x) *Appeals*

Appointments to the Standing Committees will be advised as soon as possible after the Annual General Meeting.

34.2 Operation of Standing Committees

The standing committees under **Article 34.1** will function as committees of the Board in accordance with this clause. For the avoidance of doubt the standing committees and their members are responsible to the Board and are subject to the direction of the Board

Comment to Article 34

- (i) *Each Standing Committee is created to assist the Board and shall remain subject to the Board.*
- (ii) *In case of conflicting recommendations between the Standing Committees and the Board, the recommendations of the Board shall prevail.*
- (iii) *The Board shall specify the terms of reference of the Standing Committees from time to time.*

Article 35

BY-LAWS

35.1 Board to formulate By-Laws

The Board may (by itself or by delegation to a committee) formulate and amend such by-laws for the proper management and administration of the NAAATT. Such by-laws must be consistent with this Constitution.

35.2 By-Laws binding

All by-laws made under this clause shall be binding on the NAAATT and its members.

35.3 Notices binding on members

Amendments or other changes to By-Laws shall be advised to members by means of notices approved by the Board and prepared and issued by the Secretary. Notices are binding upon all Members.

Comment to Article 35

- (i) *All the by-laws shall form part of the Constitution of the NAAATT and shall be binding on all classes of membership of the NAAATT.*
- (ii) *These by-laws may only be amended at a General Meeting of the NAAATT, by a three-fourths majority vote of the members present and voting. Notice of such meeting must be given to Members no less than 21 days before the date of the proposed meeting.*

Article 36

RECORDS AND ACCOUNTS

36.1 Secretary to Keep Records

The Secretary shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the NAAATT and the Board and shall produce these as required.

36.2 Proper record-keeping.

Proper accounting and other records shall be kept in accordance with generally accepted accounting principles and/or any applicable code of conduct. The books of account shall be kept in the care and control of the Treasurer.

36.3 Accounts Conclusive

The accounts when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within 60 days after such approval or adoption.

36.4 Inspection of accounts

Subject to any reasonable restrictions as to time and manner of inspecting the same, the accounts shall be open to inspection (but not copying) by the Delegates.

Article 37

AUDITOR

37.1 A qualified auditor or auditors shall be appointed and the remuneration, if any, of such auditor or auditors shall be fixed by the Board. The auditor's duties shall be regulated in accordance with generally accepted principles, or any applicable code of conduct.

- 37.2 The accounts of the NAAATT including financial statements shall be examined by the auditor or auditors at least once in every year.

Article 38

LEGAL ADVISER

- 38.1 A qualified legal adviser may be appointed and the remuneration of such legal adviser shall be fixed by the Board. The legal adviser's duties shall be regulated in accordance with generally accepted principles, or any applicable code of conduct.

Comment to Article 38

- (i) *The legal adviser to the NAAATT shall be bound by the Legal Profession Act, 1986 of Trinidad and Tobago and the Code of Conduct therein.*

Article 39

NOTICES

39.1 **Manner of Notices**

- (a) Notices may be given to any member by sending the notice by prepaid post or facsimile transmission or where available, by electronic mail, to the member's registered address or facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected 2 days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was received at the facsimile number to which it was sent.

- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.
- (e) All members must have a registered address in Trinidad and Tobago.

Article 40

ASSOCIATION SEAL

40.1 The NAAATT has elected to use a Common Seal

40.2 Any document, that would have required the use of the Common Seal, shall be authorised by the Board and shall be countersigned by the President or Treasurer or Secretary and one (1) other Officer. The NAAATT seal shall be attached to any such document.

Comment to Article 40

(i) The NAAATT shall retain its right to use a Common Seal, if so directed by the Board.

Article 41

INDEMNITY

41.1 **The NAAATT to Indemnify Officers**

- (a) The NAAATT shall indemnify its Officers and employees against all damages and costs (including legal costs) for which any such Officer or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- (i) in the case of an Officer, performed or made whilst acting on behalf of and with the authority, express or implied of the NAAATT; and
- (ii) in the case of an employee, performed or made in the course of, and within the scope of his employment by the NAAATT.

Article 42

DISSOLUTION

- 42.1 The NAAATT may be dissolved only by Special Resolution passed at a Special General Meeting called for the specific purpose of dissolution.

Article 43

DISTRIBUTION OF PROPERTY ON WINDING UP

- 43.1 If upon winding up or dissolution of the NAAATT there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be paid to or distributed to an organisation or organisations having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their members.
- 43.2 The identity of such an organisation shall be determined by the Members active at the time of dissolution, at or before the said time of dissolution, and in default thereof by such arbitrator, judicial officer or judge of the Supreme Court of Justice of Trinidad and Tobago as may have or acquire jurisdiction in the matter.

Article 44

LAWS AND RULES GOVERNING ATHLETICS

- 44.1 Where no provision is made in the Constitution or any rules or by-laws made under the Constitution, the NAAATT may apply to the IAAF for a ruling.
- 44.2 The technical laws of the IAAF as set out in the statutes of the IAAF with regard to athletics, shall (where practicable) be binding on all competitions held in Trinidad and Tobago. Any alterations or amendments to the technical laws of the IAAF shall be immediately notified to all Members by the NAAATT and shall become operative two months after the date of approval by the IAAF.

Article 45

ELIGIBILITY

- 45.1 To be eligible to compete in any Competition, a person must be registered with the NAAATT.

Article 46

ALTERATION OR AMENDMENT

- 46.1 Alterations or amendments to this Constitution shall be made by way of Special Resolution.

Article 47

HEADQUARTERS

- 47.1 The Headquarters of the NAAATT shall be at such place as may be fixed from time to time by the Board in consultation with the Members.

Article 48

DISPUTE RESOLUTION

- 48.1 All Disputes are to be referred to the Internal Dispute Tribunal which shall consist of 3 members, namely:
- (i) the Chairman of the Disciplinary Committee; and
 - (ii) two (2) other tribunal members chosen from among the Officers and other individual Members.
- 48.2 Each party to the dispute shall choose one of the tribunal members mentioned in **Article 48.1 (ii)**.
- 48.3 Any appeal from a decision of the Internal Dispute Tribunal shall be submitted first to a mediation process, and in the event that settlement is not achieved, then to an Independent Arbitrator appointed by the Board.

Comment to Article 48

- (i) The Board shall appoint a list of mediators and arbitrators*
- (ii) The mediation process shall involve a sole mediator appointed by the NAAATT.*
- (iii) If the mediation process produces a settlement, the parties shall sign a Settlement Agreement.*
- (iv) Where arbitration becomes necessary, the panel shall comprise a single arbitrator from the list of appointed arbitrators.*
- (v) The disputants may agree to an arbitration panel of three (3) members instead of a single arbitrator. Such panel shall comprise one arbitrator chosen by each party and a chairman agreed on by the disputants.*

- (vi) Where the Board is a disputant, the 3-man arbitration panel shall be used. Such panel shall be chosen in the same manner as in (v) above.*

Article 49

AGENTS

- 49.1 The NAAATT may allow sportspersons to have authorised agents or representatives who must work in close conjunction with the NAAATT.
- 49.2 Sportspersons must enter into written agreements with their agents, which agreements must adopt the rules, regulations and principles of the IAAF.

Article 50

ANTI-DOPING COMPLIANCE

- 50.1 The NAAATT shall adhere to the principles, intent and spirit of the World Anti-Doping Code as updated from time to time and shall incorporate, whether by reference or otherwise, the provisions of the National Anti-Doping Rules established by TTADO.
- 50.2 The NAAATT shall also comply with the provisions of the Anti-Doping in Sport Act 2013 and shall be amenable to the jurisdiction given to TTADO under the said Act.

ARTICLE 51

CHILD PROTECTION POLICY


- 51.1 The NAAATT shall ensure that it has adopted appropriate and up-to-date child protection policies in keeping with international best practice in child protection schemes.

ARTICLE 52

LANGUAGE


52.1 The official language of the NAAATT shall be English.

This Constitution was amended and adopted at a Special General meeting held on the 22ND day of OCTOBER, 2016 and (comes/came) into force on the 22ND day of OCTOBER, 2016.



President EPHRAIM SERRETTE

Dated: 22ND OCTOBER 2016



Secretary ALLAN BABOOLAL

Dated: 22ND OCTOBER 2016

