

NORTH COAST TRIATHLON CLUB
(INC.)

CONSTITUTION

SEPTEMBER 2000

1. NAME OF THE ASSOCIATION

The name of the Association is the "North Coast Triathlon Club (Inc.)".

2. DEFINITIONS

In these rules, unless the contrary intention appears:

"Affiliated Club" means a Triathlon Club affiliated with Triathlon Western Australia Inc for such time as that club remains so affiliated under the TWA Rules;

"Aquathlon" means a sport comprising the combination of swimming and running;

"Committee meeting" means meeting referred to in rule 15 (1);

"Committee member" means person referred to in paragraphs (a), (b), (c), (d), (e) or (f) of rule 10 (1);

"Duathlons" means a sport comprising the combination of cycling and running;

"Financial year" has the meaning given by section 3 (1) of the Act, a reference in that section to:

(a) "an incorporated association" or "the association" being construed as a reference to the Association; and

(b) "the committee" being construed as a reference to the Committee;

"General meeting" means meeting convened under rule 16;

"Individual TWA Member" means either a competitive member, or a non-competitive member as defined in the TWA Rules;

"Member" means member of the Association;

"Ordinary resolution" means resolution other than special resolution;

"Special resolution" has the meaning given by section 24 of the Act;

"The Act" means the Associations Incorporation Act 1987.

"The Association" means the Association referred to in rule 1;

"The President" means:

- (a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 10 (1) (a) or, if that person is unable to perform his or her functions, the Vice President;

"The Committee" means the Committee of Management of the Association referred to in rule 10 (1);

"The Secretary" means the Secretary referred to in rule 10 (1) (c);

"The Treasurer" means the Treasurer referred to in rule 10 (1) (d);

"The Vice President" means the Vice President referred to in rule 10 (1) (b);

"Triathlon" means a sport involving the combination of swimming, cycling and running.

"TWA Rules" means the rules as defined in the constitution of Triathlon Western Australia Incorporated;

3. OBJECTS OF ASSOCIATION

- (a) The objects of the Association are:
 - (i) to promote interest and participation in Triathlon, Duathlon, and Aquathlon in Western Australia;
 - (ii) to promote conduct and assist generally in the sport of Triathlon, Duathlon, and Aquathlon in Western Australia in all its forms;
 - (iii) to promote good fellowship and sportsmanship among all members of the Association; and
 - (iv) to liaise with and be affiliated with Triathlon Western Australia (Incorporated).
- (b) The property assets and income of the Association, wherever derived, shall be applied towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred either directly or indirectly by way of dividend, bonus or otherwise by way of profit to members generally of the Association.' Provided that nothing herein contained shall prevent the payment in good faith of a remuneration to any officers or servants of the Association or any member in return for services actually rendered, nor

prevent the payment of interest on money borrowed from any member of the Association. Should the Association for any reason whatsoever cease to function, any member or person holding any Association monies or property shall forthwith pay the same to the Committee.

4. POWERS OF THE ASSOCIATION

The Association shall have power to do all things necessary or convenient for carrying out its objects and purposes.

5. AFFILIATION WITH TRIATHLON WESTERN AUSTRALIA

The Association acknowledges and agrees:

- (a) to uphold and comply with the requirements of an Affiliated Club, as defined in the TWA Rules;
- (b) to apply for Affiliation with TWA each Financial Year in accordance with the TWA Rules;
- (c) to recognise TWA as the authority for Triathlon, Duathlon, and Aquathlon in Western Australia;
- (d) to maintain its constituent documents in a form that is consistent with the rights, privileges, and obligations of an Affiliated Club under the TWA Rules.
- (e) to remain incorporated in Western Australia;
- (f) to require each and every Member to be an Individual TWA Member.

6. QUALIFICATIONS FOR MEMBERSHIP OF ASSOCIATION

- (a) Membership of the Association shall be open to;
 - (i) Persons who agree in writing to become a Member and who also agree in writing to become an Individual TWA Member;
 - (ii) Clubs, associations or bodies corporate who are also Affiliated Clubs as defined in the TWA Rules, may apply for membership of the Association as a member organisation.
- (b) The Members of the Association will consist of :
 - (i) Junior Members, being those Members that meet the requirements of Junior Membership of TWA;

- (ii) Senior Members, being those Members over the age of 18 at 1st July;
- (iii) Student Members, being those Members over the age of 18 at 1st July, and who are engaged in full time education for the Financial Year;
- (iv) Family Members, being Members living as a family unit and domiciled in the same residence;
- (v) Honorary Members or honorary life Members being those Members appointed at a properly constituted Annual General Meeting in recognition of services rendered in promoting the interests and objects of the Association;

7. REGISTER OF MEMBERS OF ASSOCIATION

- (1) The Secretary shall on behalf of the Association keep and maintain the register of members in accordance with section 27 of the Act and that register shall be so kept and maintained at his or her place of residence.
- (2) The Secretary shall cause the name of a person who dies or who ceases to be a member under rule 7 (3), 8 (1) or 9 to be deleted from the register of members referred to in sub-rule (1).

8. SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION

- (1) The Committee shall from time to time determine the amount of the subscription to be paid by each Member.
- (2) The annual subscription payable by each Member shall include the fee payable to TWA, as determined from time to time by TWA, to join TWA as an Individual TWA Member.
- (3) Each member shall pay to the Treasurer, annually on or before 1st July or such other date as the Committee from time to time determines the amount of the subscription determined under sub-rule (1) and sub-rule (2).
- (4) Subject to sub-rule (5), a member whose subscription is not paid within three months after the relevant date fixed by or under sub-rule (3), ceases on the expiry of that period to be a Member unless the Committee decides otherwise.
- (5) A Member is a financial Member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (3) or within 3 months thereafter.

9. RESIGNATION OF MEMBERS OF THE ASSOCIATION

- (1) A member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Committee member ceases on that delivery to be a member.
- (2) A person who ceases to be a member under sub-rule (1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

10. EXPULSION OF MEMBERS OF ASSOCIATION

- (1) If the Committee considers that a member should be expelled from membership of the Association because of his or her conduct being detrimental to the interests of the Association, the Committee shall communicate either orally or in writing to the member:
 - (a) notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided; and
 - (b) particulars of that conduct, not less than 30 days before the date of the Committee meeting referred to in paragraph (a).
- (2) At the Committee meeting referred to in a notice communicated under sub-rule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by or to make representations in writing to the Committee, expel or decline to expel that member from membership of the Association and shall forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.
- (3) Subject to sub-rule (5), a member who is expelled under sub-rule (2) from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under sub-rule (2).
- (4) A member who is expelled under sub-rule (2) from membership of the Association shall, if he or she wishes to appeal against the expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule (3).
- (5) When notice is given under sub-rule (4):

- (a) The Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to the Association in the general meeting, confirm or set aside the decision of the Committee to expel that member; and
- (b) The member who gave that notice does not cease to be a member unless and until the decision of the Committee to expel him or her is confirmed under this sub-rule.

11. COMMITTEE OF MANAGEMENT

- (1) The affairs of the Association shall be managed exclusively by a Committee of Management consisting of;
 - (a) a President;
 - (b) a Vice President;
 - (c) a Secretary;
 - (d) a Treasurer;
 - (e) a Club Captain;
 - (f) a TWA Delegate; and
 - (g) no more than eight (8) other persons;

all of whom shall be financial Members of that Association elected to membership of that Committee at an annual general meeting or as otherwise provided herein. All have voting rights.

- (2) Nomination for each candidate for election as office bearer or Committee member shall be proposed and seconded respectively by two members at or before the Annual General Meeting. Contested officers shall be subject to ballot at the annual general meeting of the members present and voting thereon.
- (3) The election for the office bearers and the other Committee members shall be by show of hands of members present and voting thereon held at the annual general meeting. No vote shall be required when the number of candidates nominated for each office does not exceed the number of vacancies and they shall be declared duly elected.
- (4) When a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee
 - (a) The Committee may appoint a member to fill that vacancy; and

- (b) A member appointed under this sub-rule shall;
 - (i) hold office until the commencement of, and
 - (ii) be eligible for election to membership of the Committee at, the next following annual general meeting.

12. PRESIDENT

- (1) Subject to this rule, the President shall preside at all general meetings and Committee meetings.
- (2) Should the President not be present then the Vice President shall be elected to the chair and if there be no Vice President present, the Committee shall elect one of its number to take the chair.

13. SECRETARY

The Secretary shall:

- (a) Co-ordinate the correspondence of the Association;
- (b) Keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) Comply on behalf of the Association with:
 - (i) Section 27 of the Act in respect of the register of members of the Association;
 - (ii) Section 28 of the Act in respect of the rules of the Association; and
 - (iii) Section 29 of the Act in respect of the record of the office holders and any trustees of the Association.
- (d) Have custody of all the books, documents, records and registers of the Association including those referred to in paragraph (c) other than those required by or in the custody of the Treasurer; and
- (e) Perform such other duties as are imposed by these rules of the Secretary.

14. TREASURER

The Treasurer shall:

- (a) Be responsible for the receipt of all monies paid to or received by, or by him or her on behalf of the Association and shall issue receipts for those monies in the name of the Association;
- (b) Pay all those monies referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) Make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by the bank signatories authorised by the Committee;
- (d) Comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Association;
- (e) Whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) Have custody of all securities, books and documents of a financial nature and accounting records of the Association including those referred to in paragraphs (d) and (e); and
- (g) Perform such other duties as are imposed by these rules on the Treasurer.

15. CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE

A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:

- (a) Dies;
- (b) Resigns by notice in writing delivered to the President, or if the Committee member is the President to the Vice President;
- (c) Is convicted of an offence under the Act;
- (d) Is permanently incapacitated by mental or physical ill health;
- (e) Is absent from more than;
 - (i) 3 consecutive Committee meetings; and
 - (ii) 3 consecutive Committee meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Committee meetings; or
- (f) ceases to be member of the Association.

16. PROCEEDINGS OF COMMITTEE

- (1) The Committee shall meet as often as may be required to conduct the business of the Association and the President or the Secretary or four members of the Committee may at any time convene a meeting of the Committee.
- (2) Each Committee member has a deliberative vote.
- (3) A question arising at a Committee meeting shall be decided by a majority of votes but if there is an equality of votes the person presiding at the Committee meeting shall have a casting vote in addition to his or her deliberative vote.
- (4) At a Committee meeting 5 members constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee members present at the Committee meeting.
- (6) A Committee member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

17. GENERAL MEETING

- (1) The Committee;
 - (a) may at any time convene a special general meeting;
 - (b) shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 23 of the Act; and
 - (c) shall, within 30 days of -
 - (i) receiving a request in writing to do so from not less than 5 members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under rule 9 (4) convene a special general meeting for the purpose of dealing with that notice relates.
- (2) The members making a request referred to in sub-rule (1) (c) (i) shall:
 - (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.

- (3) If a special general meeting is not convened within the relevant period of 30 days referred to:
 - (a) in sub-rule (1) (c) (i) the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
 - (b) in sub-rule (1) (c) (ii) the member who gave the notice concerned may himself or herself convene a special general meeting as if he or she were the Committee.
- (4) When a special general meeting is convened under sub-rule (3) (a) or (b)
 - (a) the Committee shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
 - (b) the Association shall pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule (8) the Secretary shall give to all members not less than 14 days notice of a general meeting and of any motions to be moved at the general meeting.
- (6) A notice given under sub-rule (5) shall specify:
 - (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (7) In the case of an annual general meeting, the order in which business is to be transacted is: -
 - (a) first, confirmation of the minutes of previous annual general meeting and business arising from them;
 - (b) second, the consideration of the accounts and reports of the Committee;
 - (c) third, the election of the Committee members to replace outgoing Committee members;
 - (d) fourth, any other business requiring consideration by the Association in a general meeting.
- (8) The Secretary shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that annual general meeting.
- (9) The Secretary may give a notice under sub-rule (5) or (8) by:
 - (a) serving it on a member personally; or

- (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.
- (10) When a notice is sent by post under sub-rule (9) (b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

18. QUORUM IN PROCEEDINGS AT GENERAL MEETINGS

- (1) At a general meeting 10 members present in person or by proxy constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (5) or (8) :
 - (a) as a result of a request or notice referred to in rule 16 (1) (c) or as a result of action taken under rule 6 (3) a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The President may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting:
 - (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
 - (b) a special resolution put to the vote shall be decided in accordance with section 24 of the Act.

- (8) A declaration by the President at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).
- (9) At a general meeting, a poll may be demanded by the President at the general meeting or by 3 or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the President directs.
- (10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under sub-rule (9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

19. MINUTES OF MEETING OF ASSOCIATION

- (1) The Secretary shall cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.
- (2) The President shall ensure that the minutes taken of a general meeting or Committee meeting under sub-rule (1) are checked and signed as correct by the President of the general meeting or Committee meeting to which those minutes relate or of the next succeeding general meeting or Committee meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that:
 - (a) the general meeting or Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 - (c) all appointments or elections purporting to have made at the meeting have been validly made.

20. VOTING RIGHTS OF MEMBERS OF ASSOCIATION

- (1) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

- (2) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.
- (3) An appointment made under sub-rule (2) shall be so made by a resolution of the board or other governing body of the body corporate concerned:
 - (a) which resolution is authenticated under the common seal of that body corporate; and
 - (b) a copy of which resolution is lodged with the Secretary.
- (4) A person appointed under sub-rule (2) to represent a member which is a body corporate shall be deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

21. PROXIES OF MEMBERS OF ASSOCIATION

A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend and vote on behalf of the appointing member at any general meeting.

22. RULES OF THE ASSOCIATION

- (1) The Association may alter or rescind these rules or make rules additional to these rules in accordance with the procedure set out in section 17, 18 and 19 of the Act.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

23. COMMON SEAL OF THE ASSOCIATION

- (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in rule 18.

- (3) The affixing of the common seal of the Association shall be witnessed by any 2 of the President, the Secretary and the Treasurer.
- (4) The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

24. SUPPLY OF COPIES OF RULES

The Secretary shall supply a copy of these Rules with any amendments to any member on request.

25. INSPECTION OF RECORDS, ETC. OF ASSOCIATION

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

26. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION

If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed:

- (a) to another incorporated association having objects similar to those of the Association; or
- (b) for charitable or benevolent purposes,

which incorporated association or purposes, as the case requires, shall be determined by resolution of the members when authorising and directing the Committee under section 33 (3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association shall not be dissolved except by approval of not less than two-thirds members present and voting at a meeting called for that purpose of which not less than calendar month's written notice including notice of the proposed dissolution have been given to all members.

1 hereby certify the foregoing to be a true and correct copy of the Constitution of the North Coast Triathlon Club (Inc.).

Signed

Secretary of the North Coast Triathlon Club (Inc.).