



Constitution of Hervey Bay Triathlon Club Incorporated

1.Name

The name of the incorporated association shall be the HERVEY BAY TRIATHLON CLUB INC., (in these rules called the 'Association').

2.Objects

The objects for which the Association is established are:

- 1) To promote and support an active lifestyle using elements of Triathlon and encourage the sport of Triathlons in the Fraser Coast Region.
- 2) To work with organisations who have shared values or goals to further the sport of Triathlon or community impact.
- 3) To follow the lead of our peak body/s when it comes to Triathlon competitions and such other sporting events.
- 5) To educate all competitors, officials and spectators involved and associated with Triathlon competitions and such other sporting events as may be conducted by the Association from time to time, throughout the Fraser Coast Region.

3.Powers

The powers of the Association are:

- a) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be for the purposes of the objects of the Association:
- b) To appoint, employ, remove or suspend employees and third party services or other persons as necessary for the purposes of the Association;(in the instance a Committee Member is an employment candidate, they will not participate in this decision making.)
- c) To remunerate any person or services rendered, or to be rendered and whether by way of brokerage or otherwise assisting the incorporated association to achieve it's goals.
- d) To make overall financial and strategic decisions about the Incorporated



Association based on values, expense, investments, supports and relationships

e) To further achieve the association's goals, the Committee can sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights to the Association;

f) To take any gift of property when in alignment with the Association's goals.

g) To make personal or written appeals, public meetings or otherwise, by way of procuring contributions to the funds of the Association, in the shape of donations, Annual subscriptions or otherwise;

h) To print and publish any newspapers, websites, social media, books or leaflets that the Association may think desirable for the promotion of its objects;

i) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association.

j) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.

k) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.

l) To make donations for charitable or community purposes.

m) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association;

n) To make regulations, rules and/or bylaws for the Management and control of the sport of Triathlons in the Fraser Coast District with guidance of Peak Bodies.

o) To enforce the observance of the rules of the Association and of any regulations and/or bylaws, to deal with any infringements arising therefrom and to adjudicate on any disputes arising.

p) To delegate all or any of its powers to any committee, sub committees consisting of any one or more persons, and at least one member of the Management Committee.



4. Classes of Members

1) The membership of the Association shall consist of ordinary members, and any of the following of members:-

- a. Ordinary members, whose numbers shall be unlimited;
- b. Junior members, whose number shall be unlimited;
- c. Life members.

5. Membership

- 1) All persons eighteen years of age and over who are interested in, have an association with or any involvement in any aspect of the sport of Triathlons are eligible for Ordinary membership.
- 2) All persons under the age of eighteen years but over the age of sixteen years who are interested in, have an association with or any involvement in any aspect of the sport of Triathlons are eligible for Junior membership.
- 3) Junior members shall be eligible to vote at any meeting of the Association, but shall not be eligible to take part in the Management of the Association's affairs.
- 4) Membership is facilitated via self nomination, and is allocated to Hervey Bay Triathlon Club Inc via the peak body portal (or similar) that manages the membership systems.

6. Life Members

Any person who has rendered significant tenure, exemplar performance and/or community contribution to the Association may be elected as a life member at an Annual General Meeting. The Management Committee shall recommend the name of any person whom they think as a result of outstanding service and contribution to the Association over a substantial period of years, is eligible to be a life members to the Annual General Meeting and such person must be elected by at least a two thirds majority of members present and eligible to vote.



7. Membership Fees

- a) The membership fees for each class of membership shall be such sum as determined by the Committee. The Club fee is set by HBTC and the State/National Fees are set by the peak body.
- b) The membership fees for each class of membership shall be payable at such time and in such manner as the peak body will determine.

8. Register of Members

The Management Committee shall ensure a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admissions. This may be within the Peak Body electronic systems or similar.

9. Membership of Management Committee

The Management Committee of the Association shall consist of:

An Executive Committee (at a minimum) consisting of a President, Vice President, Secretary and Treasurer

plus

General Management Committee Members with an interest in portfolio areas such as: Compliance, Juniors, Social, Volunteers, Media, Sanctioning etc.

Total Management Committee shall be made up of President, Vice President, Secretary and Treasurer, all of who shall be members of the Association, and General Management Committee Members totaling a maximum total number of 11 people.

At the Annual General Meeting of the Association, all the members of the Management Committee for the time being shall retire from office, or be eligible upon nomination for re-election.

The election of officers and other members of the Management Committee shall take place in the following manner:-

Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;



The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the Secretary at least fourteen days before the Annual General Meeting at which the election to take place;

Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

10. Vacancies on Management Committee

a) The Management Committee shall have power at anytime to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next Annual General Meeting.

b) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members for the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

11. Functions of the Management Committee

a) Except as otherwise provided by these Rules and subject to resolution of the members of the Association carried at any general meeting the Management Committee-

b) Shall have the general control and Management of the administration of the affairs, property and funds of the Association; and

c) Shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.

d) The Management Committee may exercise all the powers of the Association-

(1) To borrow or raise or secure the payment of money in such manner as the members of the Association may think fit.

(2) To invest in such manner as the members of the Association may from time to time determine.

12. Termination of Management Committee Member membership

1) A Committee member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date specified in the notice when it shall take effect on that later date. The resignation will be managed by the President.

2) If a Committee member -

i. Is convicted of an indictable offence; or

ii. Fails to comply with any of the provision of these Rules; or

iii. Has membership fees in arrears for a period of two months or more; or

iv. Conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association.

The Management Committee shall consider whether his membership shall be terminated.

3) The member concerned shall be given a full and fair opportunity of presenting his case and if the Management Committee resolves to terminate his membership it shall instruct the Secretary to advise the member in writing accordingly.

13. Appeals against rejection or termination of Management Committee membership

1) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of his intention to appeal against the decision of the Management Committee.

2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt by him of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his case and the Management Committee or those members thereof who reject the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting. The appeal shall be determined by the



vote of the members present at such meeting.

14. Meeting of Management Committee

General Meetings: regular meetings held in a rhythm with a rolling agenda items

Special Meetings: one off meeting for a particular purpose

Annual General Meetings: annual meeting to address governance needs

1) The Management Committee shall meet at least eight times every calendar year to exercise its functions.

2) A special meeting of the Management Committee shall be convened by the Secretary when requested in writing by at least one third of the Management Committee.

3) At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.

4) Subject as previously provided in the rule, the Management Committee may meet together and regulate its proceedings as it thinks fit; Provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

5) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereof, and if he does so vote his vote shall not be counted.

6) Not less than fourteen days notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed.

7) The President shall preside as Chairman at every meeting of the Management Committee, if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice President shall be Chairman or if the Vice President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.

8) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the present Committee Members will attempt to use electronic means to join members (phone, video call etc). If after a further 15 minutes no quorum can be gathered, the meeting will be rescheduled.



9) All meetings made be held by electronic means, or a hybrid of – including phone call, video call, face to face and other such technology.

10) Flying Minutes: A resolution in writing acknowledged by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee. These flying minutes may be facilitated via electronic means and signed by Management Committee when next face to face.

15. Subcommittees

1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to the exercise that may be imposed on it by the Management Committee.

2) A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.

3) A sub-committee may meet and adjourn as it thinks proper with all details of the meetings and decisions made available to the Management Committee when requested or required.

16. Annual General or General Meetings

The first general meeting shall be held at such time, not being less than one month or more than three months after the incorporation of the Association, and at such place as the Management Committee may determine.

The Annual General meeting shall be held within six months of the close of the financial year.

The business to be transacted at every Annual General meeting shall be-

a) The receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year.



- b) The receiving of the auditor's report upon the books and accounts for the preceding financial year;
- c) The election of members of the Management Committee; and
- d) The appointment of an auditor

17. Special Meetings

The secretary shall convene a special general meeting-

- (a) When directed to do so by the Management Committee; or
- (b) On the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of the members presently on the Management Committee plus one. Such requisition shall clearly state the reason why such special general meeting is being convened and the nature of the business to be transacted thereat; or
- (c) On being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.

18. Quorum

- (1) The number of members required to constitute a quorum in the case of a general meeting shall be half the number of members presently on the Management Committee plus one.
- (2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purpose of this rule "member" includes a person attending as a proxy or as representing as corporation which is a member.
- (3) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the present Committee Members will attempt to use electronic means to join members (phone, video call etc). If after a further 15 minutes no quorum can be gathered, the meeting will be rescheduled.

19. General Meetings

- (1) The Secretary shall convene all general meeting of the Association by giving not less than 14 days notice of any such meeting to the members of the Association.
- (2) The manner by which such notice shall be given shall be determined by the Management Committee; provided that notice of any meeting convened for the



purpose of hearing and determines the appeal of a member against the rejection or termination of his membership by the Management Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed.

Unless otherwise provided by these Rules, at every general meeting -

- (1) The President shall preside as Chairman, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting;
- (2) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
- (3) Every question, matter or resolution shall be decided by a majority of votes of the members present;
- (4) Every member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote.
- (5) Voting shall be by show of hands or a division of members.
- (6) A member may vote in person or by proxy or by-attorney and on a show of hands.

20. Proxy Votes

(1) Members are able to submit a proxy vote in writing, in the common or usual form, to the person authorised. A proxy may but need not be a member of the Association.

(2) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit;-

Association: Hervey Bay Triathlon Club Incorporated

I, _____ of, being a member of the abovenamed Association, hereby appoint of, _____ or failing him, of _____ as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held on the day of / / and at any adjournment thereof.

Signed this _____ date / / .

Signature

This form is to be used * in favour or * against of the resolution

*strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as they see fit);



(3) The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and

(4) The Secretary shall take full and accurate minutes of all questions, matters, resolutions and proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting; Provided that the minutes of any Annual General meeting shall be signed by the Chairman of the meeting or the Chairman of the next succeeding general meeting or Annual General meeting.

20. By-Laws

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal Management of the Association and any bylaws may be set aside by a general meeting of members.

31. Alteration of Rules

Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting; Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Director-General and the Department of Justice, Brisbane.

32. Common Seal

The Management Committee is not required to have or utilize a Common Seal per Associations Act.



33. Funds and Accounts

(1) The funds of the Association shall be deposited in the name of the Association in such bank or permanent building society as the Management Committee may from time to time direct.

(2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.

(3) All moneys shall be deposited as soon as practicable after receipt thereof.

(4) All amounts of or over that specified by reg. 19 (d) of the Associations Incorporation Regulations as amended from time to time shall be paid by cheque signed by any two of President, Secretary, Treasurer or other member authorised from time to time by the Management Committee.

(5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recouplement which may be open.

(6) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.

(7) All expenditure shall be approved or ratified at a Management Committee meeting.

(8) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of -

(a) The income and expenditure for the financial year just ended; and

(b) The assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.

(9) All such statements shall be examined by the auditor who shall present his report upon such audit to the Secretary prior to the holding of the Annual general meeting next following the financial year in respect of which such audit was made.

(10) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent

the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be constructed so



as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

34. Documents

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

35. Financial Year

The financial year of the Association shall close on the 30th day of June in each year.

36. Distribution of Surplus Assets

If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, and property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having or objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of rule 28(10), such institution or institutions to be determined by the members of the Association.