

# **Rockingham Triathlon Club (Inc)**

## **Constitution**

All new Committee members shall be supplied with a copy of these rules

These rules shall be made available to all members of the Rockingham Triathlon Club (Inc)

**April 2019**

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## 1 Name

- 1.1 The name of the Club is "Rockingham Triathlon Club (Inc)", hereinafter referred to as "the Club".

## 2 Definitions

- 2.1 In these rules, unless the contrary intention appears-

"the Act" means the *Associations Incorporation Act 2015*;

"annual general meeting" is the meeting convened under rule 16.1.2;

"committee meeting" means a meeting referred to in rule 15;

"committee member" means person referred to in rule 10.1;

"the Club" means the club referred to in rule 1;

"the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act;

"the committee" means the management committee of the Club referred to in rule 10.1;

"convene" means to call together for a formal meeting;

"department" means the government department with responsibility for administering the *Associations Incorporation Act (2015)*;

"financial year" means the 12 month period commencing on 1 May and ending on 30 April in the following year;

"general meeting" means a special general meeting or an annual general meeting to which all members are invited;

"member" means a financial, social or life member of the Club;

"ordinary resolution" means resolution other than a special resolution;

"poll" means voting conducted in written form (as opposed to a show of hands)

"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 10.1.1 or, if that person is unable to perform his or her functions, the vice president;

"the secretary" means the secretary referred to in rule 10.1.3;

"special general meeting" means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section 51 of the Act, that is-

- (1) A resolution is a special resolution if it is passed —
  - (a) at a general meeting of an incorporated association; and
  - (b) by the votes of not less than three-fourths of the members of the association who cast a vote at the meeting.
- (2) A person is taken to cast a vote at a general meeting as mentioned in subsection (1) if the person has a right under the rules of the association to vote on the resolution and —
  - (a) votes in person at the meeting; or
  - (b) where proxies or postal votes are allowed by the rules of the association, votes on the resolution by proxy or postal vote.
- (3) Before the general meeting, written notice of —
  - (a) the proposed special resolution; and
  - (b) the time and place of the general meeting at which it is proposed to move the resolution must be given, as required under the rules of the incorporated association, to each member of the association.
- (4) The notice must set out the wording of the proposed special resolution.
- (5) If notice is not given in accordance with subsections (3) and (4) the special resolution has no effect.

"the treasurer" means the treasurer referred to in rule 10.1.4;

"the vice-president" means the vice-president referred to in rule 10.1.2;

### **3 Objects**

3.1 The objects of the Club are:

- 3.1.1 To encourage and facilitate participation in the sport of triathlon and other multi-sports events;
- 3.1.2 To act on behalf of members in their relationship with Triathlon WA and Triathlon Australia;
- 3.1.3 To encourage and endeavour to ensure that the competition rules of Triathlon WA and Triathlon Australia are complied with and observed;
- 3.1.4 To be affiliated with and to interact with people and other organisations with similar aims and interests, including Triathlon WA;
- 3.1.5 To encourage and facilitate group training for multi-sport and single sport athletes;
- 3.1.6 To promote competition within the club and with other similar clubs;
- 3.1.7 To encourage and facilitate junior participation in the sport of triathlon;
- 3.1.8 To endeavour to provide a pathway for youth participation and competition in the sport of triathlon;
- 3.1.9 To provide communication between club members via email, social media and the Club website.

- 3.2 The property and income of the Club shall be applied solely towards the promotion of the objects of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

#### **4 Powers of the Club**

- 4.1 The powers conferred on the Club and committee are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusion or modifications inserted below, the Club may do all things necessary or convenient to carrying out its objects and purposes, and in particular, may:
- 4.1.1 acquire, hold, deal with, and dispose of any real or personal property;
  - 4.1.2 open and operate bank accounts;
  - 4.1.3 invest its money-
    - 4.1.3.1 in any securities in which trust money may be invested; or
    - 4.1.3.2 in any other manner authorised by the rules of the Club;
  - 4.1.4 borrow money upon such terms and conditions as the Club thinks fit;
  - 4.1.5 give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
  - 4.1.6 appoint agents to transact any business of the Club on its behalf;
  - 4.1.7 accept donations and gifts in accordance with the objects of the Club;
  - 4.1.8 provide gifts and prizes in accordance with the objects of the Club;
  - 4.1.9 do all such other things as are incidental with the objects of the Club;
  - 4.1.10 organise social events for members and the promotion of the Club;
  - 4.1.11 enter into any other contracts the Club considers necessary or desirable; and
  - 4.1.12 act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act of the rules of the Club.

#### **5 Membership**

- 5.1 Membership of the Club is open to:
- 5.1.1 any person who wishes to further the interests of the Club;
  - 5.1.2 any person who has been granted Life Membership, in accordance with rule 5.4.4
- 5.2 Any person who wishes to become a member must:
- 5.2.1 make application to Triathlon WA.
- 5.3 Each person admitted to membership shall be;
- 5.3.1 bound by the Constitution and By-laws of the Club, Triathlon WA and Triathlon Australia.

- 5.3.2 liable for such fees and subscriptions as may be fixed by the Club;
- 5.3.3 entitled to all advantages and privileges of membership.
- 5.3.4 Members of Triathlon WA with the exception of life members under rule 5.4.4

5.4 Membership Categories will include:

- 5.4.1 Senior Member. A Senior Member is a financial member of the Club. All senior members are eligible to hold any office and enjoy the privileges of the Club.
- 5.4.2 Junior Member. A Junior Member shall be a member who is between the ages of five (5) and nineteen (19) as on the 31 December during the season of the triathlon competition. All junior members shall have no voting rights nor be entitled to hold any office.
- 5.4.3 Social Member. Any persons other than ordinary members who are interested in promoting the Club, but who do not participate in the training or competitive activities of the Club may become a Social Member and is entitled to hold any office and enjoy the social privileges of the Club. If that person holds an office then all membership fees paid shall be reimbursed.
- 5.4.4 Life Member. Life membership may be bestowed on any individual who, in the opinion of the Club, has given outstanding service over a period of ten (10) or more years. Nominations for life membership must be in writing to the committee, who will provide notice to the members at least 30 days prior to the annual general meeting. A 75 per cent majority vote by those present is required to grant Life Membership. A Life Member is eligible to hold any office and enjoy the privileges of the Club. All club membership fees that may be paid by a Life Member for subsequent triathlon seasons shall be reimbursed.

## **6 Register of Members of Club**

- 6.1 The secretary or other nominated committee member, on behalf of the Club, must comply with section 53 of the Act by keeping and maintaining in an up to date condition a register of the members of the Club and their postal or residential addresses and, upon the request of a member of the Club, shall make the register available for the inspection of the member and the member may take a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- 6.2 The secretary or nominated committee member must remove the name of a person who dies or who ceases to be a member under rule 8 from the register of members referred to in rule 6.1.

## **7 Membership Fees**

- 7.1 The annual subscription fees payable by the member shall be fixed by a majority vote at the annual general meeting of the Club and shall be payable at the date or dates prescribed by Triathlon WA.
- 7.2 Each member shall on or before the date upon which fees fall due for payment, pay their annual subscription fee to Triathlon WA together with any information or particulars requested or required by Triathlon WA, the committee or in accordance with the By-laws of the Club.
- 7.3 All memberships expire at midnight on 1 July each year unless renewed through Triathlon WA prior.

## **8 Termination of Membership**

- 8.1 Membership of the Club may be terminated upon:
  - 8.1.1 receipt by the secretary or another committee member of a notice in writing from a member of his or her resignation from the Club. Reimbursement of any fees paid by this member shall be at the discretion of the committee; or
  - 8.1.2 non-payment by a member of his or her subscription.
  - 8.1.3 expulsion of a member in accordance with rule 9.

## **9 Suspension or Expulsion of a Member**

- 9.1 If the committee considered that a member should be suspended or expelled from membership of the Club because his or her conduct is detrimental to the interests of the Club, the committee must communicate in writing, to the member-
  - 9.1.1 notice of the proposed suspension or expulsion and of the time, date and place of the committee meeting at which the question of that suspension or expulsion will be decided; and
  - 9.1.2 particulars of that conduct, not less than 30 days before the date of the committee meeting referred to in paragraph 9.1.1.
- 9.2 At the committee meeting referred to in a notice communicated under rule 9.1, the committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the committee, suspend or expel or decline to suspend or expel that member from membership of the Club and must communicate that decision in writing to that member.
- 9.3 Subject to rule 9.5, a member who has his or her membership suspended ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under rule 9.2.
- 9.4 A member who is suspended or expelled under rule 9.2 must, if he or she wishes to appeal against that suspension or expulsion, give notice to the

secretary of his or her intention to do so within the 14 day period referred to in rule 9.3.

- 9.5 When notice is given under rule 9.4 -
  - 9.5.1 the Club at a general meeting, must either confirm or set aside the decision of the committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Club in the general meeting; and
  - 9.5.2 the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the committee to suspend or expel him or her is confirmed under this sub-rule.
- 9.6 The committee shall have the power to suspend or expel any member of the Club for:
  - 9.6.1 false or inaccurate statements made in the member's application for membership of the Club;
  - 9.6.2 breach of any rule, regulation or By-law of the Club or affiliated association or
  - 9.6.3 any act detrimental to the Club, after having undertaken due inquiry.

## **10 Committee**

- 10.1 Subject to rule 10.8, the affairs of the Club will be managed exclusively by the committee consisting of:-
  - 10.1.1 President
  - 10.1.2 Vice President
  - 10.1.3 Secretary
  - 10.1.4 Treasurer, and
  - 10.1.5 Not less than two (2) other persons who will act as committee members, all of whom must be members of the Club
- 10.2 Committee members must be elected to membership of the committee at an annual general meeting or appointed under rule 10.7.
- 10.3 Subject to rule 10.7, a committee member's term will be from his or her election at an annual general meeting until the election referred to in 10.2 at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the committee. An outgoing committee member, so long as they are willing, may remain on the committee for up to three months after the annual general meeting to allow for crossover with the incoming committee.
- 10.4 A person is not eligible for election to membership of the committee unless a member has nominated him or her for election by:
  - 10.4.1 delivering notice in writing of that nomination, signed by-



- 10.4.1.1 the nominator; and
  - 10.4.1.2 the nominee to signify his or her willingness to stand for election, to the secretary not less than seven (7) days before the day on which the annual general meeting concerned is to be held; or
- 10.4.2 from the floor of the annual general meeting.
- 10.5 If nominations do not exceed the number of vacancies, the president must declare at the annual general meeting concerned, those persons to be duly elected as members of committee. Where the number of nominations exceeds the remaining number of vacancies on the committee, elections for those positions must be conducted.
- 10.6 A person who is eligible for election or re-election may -
  - 10.6.1 propose or second himself or herself for election or re-election; and
  - 10.6.2 vote for himself or herself.
- 10.7 If a vacancy remains on the committee after the application of rule 10.5, or when a casual vacancy within the meaning of rule 14 occurs in the membership of the committee-
  - 10.7.1 the committee may appoint a member to fill that vacancy; and
  - 10.7.2 a member appointed under this rule will-
    - 10.7.2.1 hold office until the election referred to in 10.2; and
    - 10.7.2.2 be eligible for election to membership of the committee, at the following annual general meeting.
- 10.8 The committee may delegate, in writing, to one or more sub-committees (consisting of such member or members of the Club as the committee thinks fit). The exercise of such functions of the committee are specified in the delegation other than-
  - 10.8.1 the power of delegation; and
  - 10.8.2 a function which is a duty imposed on the committee by the Act or any other law.
- 10.9 Any delegation under rule 10.8 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the committee may continue to exercise any function delegated.
- 10.10 The committee may, in writing, revoke wholly or in part any delegation under rule 10.8.
- 10.11 A committee member is entitled to be paid out of the funds of the Association for out-of-pocket expenses in connection with the Association's business.

## **11 President and Vice President**

- 11.1 Subject to this rule, the president must preside at all general meetings and committee meetings.
- 11.2 In the event of absence from a general meeting of-
  - 11.2.1 the president, the vice-president; or
  - 11.2.2 both the president and the vice-president, a member elected by the other members present at the general meeting, must preside at the general meeting.
- 11.3 In the event of the absence from a committee meeting of-
  - 11.3.1 the president, the vice-President; or
  - 11.3.2 both the president and the vice-President, a committee member elected by the other committee members present at the committee meeting, must preside at the committee meeting.
- 11.4 The president must-
  - 11.4.1 Sign all documents on behalf of the Club.
  - 11.4.2 Ensure that all relevant information is made available to committee members.
  - 11.4.3 Ensure that the Club is run according to its rules that have been agreed to.
  - 11.4.4 Represent the Club at external meetings and events.
- 11.5 The vice-president shall, in the president's absence, act for the president in accordance with rule 11.4.

## **12 Secretary**

- 12.1 The secretary must-
  - 12.1.1 co-ordinate the correspondence of the committee.
  - 12.1.2 keep full and correct minutes of the proceedings of the committee and of the Club;
  - 12.1.3 comply on behalf of the Club with-
    - 12.1.3.1 section 53 of the Act with respect to the register of members of the Club, as referred to in rule 6;
    - 12.1.3.2 section 35 of the Act by keeping and maintaining in an up to date condition the rules of the Club and, upon the request of a member of the Club, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
    - 12.1.3.3 section 58 of the Act by maintaining a record of-

- 12.1.3.3.1 the names and residential or postal addresses of the persons who hold the offices of the Club provided for by these rules, including all offices held by the persons who constitute the committee; and
- 12.1.3.3.2 the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Club, and the secretary must, upon the request of a member of the Club, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose.
- 12.1.4 unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Club, including those referred to in rule 12.1.3 but other than those required by rule 13 to be kept and maintained by, or in the custody of, the treasurer;
- 12.1.5 arrange general and committee meetings and assist the president in the preparation of the agendas.
- 12.1.6 perform such other duties as are imposed by these rules on the secretary.

### **13 Treasurer**

- 13.1 The treasurer has the following duties -
  - 13.1.1 controlling the funds of the Club;
  - 13.1.2 ensuring that any amounts payable to the Club are collected and issuing receipts for those amounts in the Club's name;
  - 13.1.3 ensuring that any amounts paid to the Club are credited to the appropriate account of the Club, as directed by the committee;
  - 13.1.4 ensuring that any payments to be made by the Club that have been authorised by the committee or at a general meeting are made on time;
  - 13.1.5 ensuring that the Club complies with the relevant requirements of Part 5 of the Act;
  - 13.1.6 ensuring the safe custody of the Club's financial records, financial statements and financial reports, as applicable to the Club;
  - 13.1.7 coordinating the preparation of the Club's financial statements before their submission to the Club's annual general meeting;
  - 13.1.8 providing any assistance required by an auditor or reviewer conducting an audit or review of the Club's financial statements or financial report under Part 5 Division 5 of the Act;
  - 13.1.9 carrying out any other duty given to the treasurer under these rules or by the committee.

## **14 Casual vacancies in membership of Committee**

- 14.1 A casual vacancy occurs in the office of a committee member and that office becomes vacant if the committee member-
- 14.1.1 dies;
  - 14.1.2 resigns by notice in writing delivered to the president or, if the committee member is the president, to the vice-president and that resignation is accepted by resolution of the committee;
  - 14.1.3 is convicted of an offence under the Act;
  - 14.1.4 is permanently incapacitated by mental or physical ill-health;
  - 14.1.5 is absent from more than four committee meetings in the same financial year without tendering an apology to the person presiding at each of those committee meetings; of which meetings the member received notice, and the committee has resolved to declare the office vacant;
  - 14.1.6 ceases to be a member of the Club; or
  - 14.1.7 is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a committee member.

## **15 Proceedings of Committee**

- 15.1 The committee must meet together for the dispatch of business not less than six times in each year and the president, or at least half the members of the committee, may at any time convene a meeting of the committee.
- 15.2 Each committee member that is present at the meeting, including those present via video or telephone has one deliberative vote when making decisions that are not unanimous.
- 15.3 An individual member can attend a committee meeting, but shall have no voting rights.
- 15.4 A question arising at a committee meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the committee meeting will have a casting vote in addition to his or her deliberative vote.
- 15.5 At a committee meeting three (3) committee members constitute a quorum.
- 15.6 Subject to these rules, the procedure and order of business to be followed at a committee meeting must be determined by the committee members present at the committee meeting.
- 15.7 As required under sections 42 and 43 of the Act, a committee member having any direct or indirect pecuniary interest in a contract, proposed contract or matter, made by, or in the contemplation of, the committee (except if that pecuniary interest exists only by virtue of the fact that the member of the committee is a member of a class of persons for whose benefit the Club is established), must-

- 15.7.1 as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the committee; and
  - 15.7.2 not take part in any deliberations or decision of the committee with respect to that contract or matter.
- 15.8 Rule 15.7.1 does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the committee is an employee of the Club.
- 15.9 The secretary must cause every disclosure made under rule 15.7.1 by a member of the committee to be recorded in the minutes of the meeting of the committee at which it is made.

## **16 General Meetings**

- 16.1 The committee-
- 16.1.1 may at any time convene a special general meeting
  - 16.1.2 must convene annual general meetings within the time limits provided for the holding of such meetings by section 50 of the Act. That is, in every calendar year within 6 months after the end of the Club's financial year or such longer period as may in a particular case be allowed by the commissioner; and
  - 16.1.3 must, within 30 days of-
    - 16.1.3.1 receiving a request in writing to do so from not less than 25 per cent of members, convene a special general meeting for the purpose specified in that request; or
    - 16.1.3.2 the secretary receiving a notice under rule 9.4, convene a general meeting to deal with the appeal to which that notice relates.
- 16.2 The members making a request referred to in rule 16.1.3.1 must-
- 16.2.1 state in that request the purpose for which the special general meeting concerned is required; and
  - 16.2.2 sign that request.
- 16.3 If a special general meeting is not convened with the relevant period of 30 days referred to
- 16.3.1 in rule 16.1.3.1, the members who made the request concerned may themselves convene a special general meeting as if they were the committee; or
  - 16.3.2 in rule 16.1.3.2, the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the committee.
- 16.4 When a special general meeting is convened under 16.3.1 or 16.3.2 the Club must pay the reasonable expenses of convening and holding the special general meeting.

- 16.5 Subject to rule 16.7, the secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify-
- 16.5.1 when and where the general meeting concerned is to be held; and
  - 16.5.2 particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- 16.6 Subject to rule 16.7, the secretary must give to all members not less than 21 days notice of an annual general meeting and that notice must specify-
- 16.6.1 when and where the annual general meeting is to be held;
  - 16.6.2 the particulars and order in which business is to be transacted, as follows-
    - 16.6.2.1 first, the consideration of the accounts and reports of the committee;
    - 16.6.2.2 second, the election of committee; and
    - 16.6.2.3 third, any other business requiring consideration by the Club at the general meeting.
- 16.7 A special resolution may be moved either at a special general meeting or at an annual general meeting, however the secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in rules 16.5 or 16.6, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- 16.8 The secretary must give a notice under rules 16.5, 16.6 or 16.7 by-
- 16.8.1 serving it on a member personally;
  - 16.8.2 sending it by e-mail to the address of the member appearing in the register of members kept and maintained under rule 6; or
  - 16.8.3 sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 6.
- 16.9 When a notice is sent by e-mail under rule 16.8.2, sending of the notice will be deemed to be properly affected if an undelivered notice is not received by the sender.
- 16.10 When a notice is sent by post under rule 16.8.3, sending of the notice will be deemed to be properly affected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

## **17 Quorum and proceedings at general meetings**

- 17.1 At a general meeting-
- 17.1.1 six (6) members eligible to hold office under rule 5.4 present in person; or
  - 17.1.2 10% of members eligible to hold office under rule 5.4 present in person, whichever is the least, constitute a quorum.

- 17.2 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16.5 or 16.6-
- 17.2.1 as a result of a request or notice referred to in rule 16.1.3 or as a result of action taken under rule 16.3 a quorum is not present, the general meeting lapses; or
  - 17.2.2 otherwise than as a result of a request, notice or action referred to in rule 17.2.1, the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 17.3 If within 30 minutes of the time appointed by 17.2.2 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.
- 17.4 The president may, with the consent of a committee meeting at which a quorum is present, and must, if so, directed by the meeting, adjourn that meeting from time to time and from place to place.
- 17.5 There must 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.
- 17.6 When a committee meeting is adjourned for a period of 30 days or more, the secretary must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 17.7 At a general meeting-
- 17.7.1 an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to rule 17.9; and
  - 17.7.2 a special resolution put to the vote will be decided in accordance with section 51 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with rules 17.9 and 17.11.
- 17.8 A declaration by the president of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with rule 17.9.
- 17.9 At a general meeting, a poll may be demanded by the president or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the president directs.
- 17.10 If a poll is demanded and taken under rule 17.9 in respect of an ordinary resolution, a declaration by the president of the result of the poll is evidence of the matter so declared.
- 17.11 A poll demanded under rule 17.9 must be taken immediately on that demand being made.

## **18 Minutes of meetings of Club**

- 18.1 The secretary must cause proper minutes of all proceedings of all general meetings and committee meetings to be taken and have available for distribution or inspection by members of the Club within 30 days after the holding of each general meeting or committee meeting, as the case requires.
- 18.2 The president must ensure that the minutes taken of a general meeting or committee meeting under 18.1 are checked and signed as correct by the president of the general meeting or committee meeting to which those minutes relate or by the president of the next succeeding general meeting or committee meeting, as the case requires.
- 18.3 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
  - 18.3.1 the general meeting or committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
  - 18.3.2 all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
  - 18.3.3 all appointments or elections purporting to have been made at the meeting have been validly made.

## **19 Voting rights of members of Club**

- 19.1 At a general meeting-
  - 19.1.1 Each individual member eligible to hold office under rule 5.4 present shall have one (1) deliberate vote; and
  - 19.1.2 the president shall be entitled to a deliberate vote and, in the event of a tied vote, the president shall exercise a casting vote.
- 19.2 At a committee meeting-
  - 19.2.1 Each individual committee member present shall have one (1) deliberate vote; and
  - 19.2.2 the president shall be entitled to a deliberate vote and, in the event of a tied vote, the president shall exercise a casting vote.

## **20 Proxies of members of Club**

- 20.1 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.



## **21 Rules of Club**

- 21.1 The Club may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 30, 31 and 33 of the Act. which is as follows-
- 21.1.1 the Club may alter its rules by special resolution but not otherwise;
  - 21.1.2 Within one month of the passing of a special resolution altering its rules, the Club must lodge the required documents with the Commissioner. The required documents are —
    - 21.1.2.1 a notice of the special resolution setting out particulars of the alterations; and
    - 21.1.2.2 a certificate in the approved form that the resolution was duly passed as a special resolution; and
    - 21.1.2.3 a consolidated copy of the rules of the incorporated association, including all alterations to which the special resolution relates.
  - 21.1.3 An alteration of the rules of the Club does not take effect until rule 21.1.2 is complied with;
- 21.2 These rules bind every member and the Club to the same extent as if every member and the Club had signed these rules and agreed to be bound by all their provisions.

## **22 Common seal of Club**

- 22.1 The Club has no common seal.

## **23 Inspection of records, etc. of the Club**

- 23.1 A member may at any reasonable time inspect without charge the records and documents of the Club.

## **24 Disputes and mediation**

- 24.1 The grievance procedure set out in this rule applies to disputes under these rules between-
- 24.1.1 a member and another member; or
  - 24.1.2 a member and the Club; or
  - 24.1.3 if the Club provides services to non-members, those non-members who receive services from the Club, and the Club.
- 24.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 24.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

- 24.4 The mediator must be-
  - 24.4.1 a person chosen by agreement between the parties; or
  - 24.4.2 in the absence of agreement-
    - 24.4.2.1 the case of a dispute between a member and another member, a person appointed by the committee of the Club;
    - 24.4.2.2 in the case of a dispute between a member or relevant non-member (as defined by 24.1.3) and the Club, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- 24.5 A member of the Club can be a mediator.
- 24.6 The mediator cannot be a member who is a party to the dispute.
- 24.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 24.8 The mediator, in conducting the mediation, must-
  - 24.8.1 give the parties to the mediation process every opportunity to be heard;
  - 24.8.2 allow due consideration by all parties of any written statement submitted by any party; and
  - 24.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 24.9 The mediator must not determine the outcome of the dispute.
- 24.10 The mediation must be confidential and without prejudice.
- 24.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **25 Distribution of surplus property on winding up of Club**

- 25.1 If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another club or association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members. The club or association shall be determined by resolution of the members.

## **26 Indemnity**

- 26.1 The committee and all employees of the committee will be indemnified against any monetary loss out of the funds of the Club.

- 26.2 All liabilities, losses and expenses incurred by a committee member or an employee
- 26.3 of the committee authorised to enter into a contract or any act or thing done by him in the proper discharge of his duties shall be paid to the extent that the available funds of the Club permit.

## **27 General Regulations**

- 27.1 Competition rules and other regulations shall have the same force and authority as this Constitution.
- 27.2 Any matters not specifically covered by the Constitution, Triathlon WA, Triathlon Australia or the competition rules, shall be determined by the two thirds majority of committee or as specified in the By-laws of the Club.

## **28 By-laws**

- 28.1 All matters not contained within this Constitution may be provided for in the By-laws of the Club.
- 28.2 No By-laws shall contradict the Constitution.
- 28.3 Any alteration or addition to the By-laws shall be affirmed by a two thirds majority of those present and eligible to vote at a committee meeting.
- 28.4 All members shall be given thirty (30) days notice of any proposed alteration or addition.

END OF DOCUMENT