

**Mandurah Triathlon Club (Inc)**

**Constitution**

**May 2010**

**1. Name**

1.1. The name of the Club shall be the Mandurah Triathlon Club (Inc), and is hereinafter referred to as the "Club".

**2. Definitions**

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

"annual general meeting" is the meeting convened as specified in 16.1.2;

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

"Committee member" means person referred to in 10.1;

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

"department" means the government department with responsibility for administering the *Associations Incorporation Act (1987)*;

"financial year" means a period not exceeding 15 months fixed by the Committee, being a period of twelve months commencing 1 May and ending on 30 April in the following year;

"general meeting" means a meeting to which all members are invited;

"member" means financial 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);

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

"special resolution" has the meaning given by section 24 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the Club who are entitled under the rules of the Club to vote and vote in person or, where proxies or postal votes are allowed by the rules of the Club by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Club or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the Club present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"the Act" means the *Associations Incorporation Act 1987*;

"the Club" means the Club 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 10.1.1 or, if that person is unable to perform his or her functions, the Vice President;

"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;

"the Secretary" means the Secretary referred to in 10.1.3;

"the Treasurer" means the Treasurer referred to in 10.1.4;

"the Vice-President" means the Vice-President referred to in 10.1.2;

### **3. Objects**

3.1. The objects of the Club are:

- 3.1.1. to promote and encourage the sport of triathlon;
- 3.1.2. to unite and coordinate the activities of members and their guests with regard to competitive events and to foster participation by members in triathlon events at championships, trials and social events;
- 3.1.3. to act on behalf of members in their relationship with Triathlon WA and Triathlon Australian;
- 3.1.4. to encourage and develop good social relationships between members and other clubs and groups;
- 3.1.5. to raise funds, own and dispose of real and personal property and expend monies for any purpose which directly or indirectly may be associated with the attainment of any or all of the objects of the Club;
- 3.1.6. to make, develop and issue rules and regulations for events organised by the Club;
- 3.1.7. to make, develop and issue rules regarding the ages and sex classifications to be used in events and competitions which are controlled by the Club;
- 3.1.8. to encourage and endeavour to ensure that the competition rules of Triathlon WA and Triathlon Australia are complied with and observed.

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 are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusion or modifications inserted below, the Club may do all things necessary 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 and employees to transact any business of the Club on its behalf for reward or otherwise;
- 4.1.7. build, construct, erect, maintain, alter and repair any premises building or other structure of any kind and to furnish, equip and improve the same for use by the Club;
- 4.1.8. accept donations and gifts in accordance with the objects of the Club;
- 4.1.9. print and publish any information by any media including newsletters, newspapers, articles or leaflets for promotion of the Club;
- 4.1.10. provide gifts and prizes in accordance with the objects of the Club;
- 4.1.11. do all such other things as are incidental with the objects of the Club;
- 4.1.12. organise social events for Members and the promotion of the Club;
- 4.1.13. enter into any other contracts the Club considers necessary or desirable; and
- 4.1.14. 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 shall be open to any person who wishes to further the interests of the Club
- 5.2. Any person seeking membership shall 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.
- 5.4. Membership Categories will include:
  - 5.4.1. Senior Member. A Senior member, is a financial member of the Club and entitled to hold any office and enjoy the privileges of the Club.
  - 5.4.2. Junior Member. A Junior Member shall be a member who between the ages of thirteen (13) and nineteen (19) as of the 31 December of the previous season. Junior Members shall have no voting rights nor be entitled to hold any office.
  - 5.4.3. Child Member. A child aged between seven (7) and twelve (12) years of age. Child Members shall have no voting rights nor be entitled to hold any office.
  - 5.4.4. 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 if financial is entitled to hold any office and enjoy the social privileges of the Club.
  - 5.4.5. Family Member/s. Membership for families of two (2) adults and one (1) or two (2) juniors under the age of twenty (20) that live as a family unit at the same

address. Adult members will be entitled to the same rights as Senior Members as specified in 5.4.1.

5.4.6. Life Member. Life membership may be bestowed on any individual who, in the opinion of the Club, has given outstanding service over a period in excess of ten (10) 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.

5.4.7. Patron. The Club may, at its discretion, elect a patron/s or vice patron/s of the Club for such period as may be deemed necessary. Such patron/s or vice patron/s shall not be eligible to vote unless they are current members of the Club under another category of membership.

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

## **6. Register of members of Club**

6.1. The Secretary, on behalf of the Club, must comply with section 27 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 register must be so kept and maintained at the Secretary's place of residence, or at such other place as the members at a general meeting decide.

6.3. The Secretary 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 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. If a member does not pay the annual subscription fee within one (1) month of the due date, that member shall be deemed to be unfinancial and all voting rights and privileges shall be forfeited until all outstanding fees have been paid.

7.4. If any outstanding monies have not been paid within four (4) months of the due date for payment, the Committee shall be entitled to terminate the membership of the member PROVIDED ALWAYS that such member shall, upon repayment of all outstanding fees and subscription, be entitled to apply for re-admittance as a member.

7.5. Levies for specific purposes or projects may be imposed upon members if a resolution to that effect is passed at a general meeting convened for that purpose. A resolution imposing such a levy must be passed by not less than a two thirds majority of those present and eligible to vote at such a meeting.

## **8. Termination of membership**

8.1. Any person's membership may be terminated by the following events:

- 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. Such person remains liable to pay to the Club the amount of any subscriptions due and payable by that person to the Club but unpaid at the date of termination;  
or
- 8.1.2. non-payment by a member of his or her subscription within four months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule 7.4.
- 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, either orally or 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 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, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- 9.3. Subject to 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 9.2.
- 9.4. A member who is suspended or expelled under 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 9.3.
- 9.5. When notice is given under 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. by any act detrimental to the Club, after having undertaken due inquiry.

## 10. Committee

- 10.1. Subject to 10.9, 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 4 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 10.8.
- 10.3. Subject to 10.8, 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.
- 10.4. Except for nominees under 10.7, a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by:
  - 10.4.1. the nominator; and
  - 10.4.2. the nominee to signify his or her willingness to stand for election, to the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held.
- 10.5. A person who is eligible for election or re-election under this rule may –
  - 10.5.1. propose or second himself or herself for election or re-election; and
  - 10.5.2. vote for himself or herself.
- 10.6. If the number of persons nominated in accordance with 10.4 for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled-
  - 10.6.1. the Secretary must report accordingly to; and
  - 10.6.2. the President must declare those persons to be duly elected as members of the Committee at, the annual general meeting concerned.
- 10.7. If vacancies remain on the Committee after the declaration under 10.6, additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the President must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- 10.8. If a vacancy remains on the Committee after the application of 10.7, or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee-
  - 10.8.1. the Committee may appoint a member to fill that vacancy; and
  - 10.8.2. a member appointed under this rule will –
    - 10.8.2.1. hold office until the election referred to in 10.2; and
    - 10.8.2.2. be eligible for election to membership of the Committee, at the following annual general meeting.
- 10.9. 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 as are specified in the delegation other than-

- 10.9.1. the power of delegation; and
- 10.9.2. a function which is a duty imposed on the Committee by the Act or any other law.
- 10.10. Any delegation under 10.9 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.
- 10.11. The Committee may, in writing, revoke wholly or in part any delegation under 10.9.

## **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.

## **12. Secretary**

- 12.1. The Secretary must-
  - 12.1.1. co-ordinate the correspondence of the Club;
  - 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 27 of the Act with respect to the register of members of the Club, as referred to in rule 6;
    - 12.1.3.2. section 28 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 29 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 persons who are authorised to use the common seal of the Club under rule 22; 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
      - 12.1.3.3.3. 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 12.1.3.2. but other

- than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- 12.1.3.3.4. perform such other duties as are imposed by these rules on the Secretary.

### **13. Treasurer**

- 13.1. The Treasurer must-
- 13.1.1. be responsible for the receipt of all monies paid to or received by, or by him or her on behalf of, the Club and must issue receipts for those monies in the name of the Club;
- 13.1.2. pay all monies referred to in paragraph 13.1.1 into such account or accounts of the Club as the Committee may direct;
- 13.2. make payments from the funds of the Club with the authority of a general meeting or of the Committee. The signatories to the Club's account/s will be the Treasurer and any one (1) from the following:
- 13.2.1. President
- 13.2.2. Vice-President
- 13.2.3. Secretary
- providing a personal conflict of interest is not established between the Treasurer and one of the Committee members specified in 13.2.
- 13.2.4. comply on behalf of the Club with sections 25 and 26 of the Act with respect to the accounting records of the Club by-
- 13.2.4.1. keeping such accounting records and correctly record and explain the financial transactions and financial position of the Club;
- 13.2.4.2. keeping its accounting records in such manner as will enable true and fair accounts of the Club to be prepared from time to time;
- 13.2.4.3. keeping its accounting records in such manner as will enable true and fair accounts of the Club to be conveniently and properly audited; and
- 13.2.4.4. submitting to members at each annual general meeting of the Club accounts of the Club showing the financial position of the Club at the end of the immediately preceding financial year.
- 13.2.5. whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- 13.2.6. unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Club, including those referred to in 13.2.4 and 13.2.5; and
- 13.2.7. perform such other duties as are imposed by these rules on the Treasurer.

### **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-
- 14.1.5.1. 3 consecutive Committee meetings; or

- 14.1.5.2. 3 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 has a deliberative vote.
- 15.3. 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.
- 15.4. At a Committee meeting five (5) Committee members constitute a quorum.
- 15.5. 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.
- 15.6. As required under sections 21 and 22 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-
  - 15.6.1. 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
  - 15.6.2. not take part in any deliberations or decision of the Committee with respect to that contract or matter.
- 15.7. 15.6.1 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.
- 15.8. The Secretary must cause every disclosure made under 15.6.1 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 23 of the Act, that is, in every calendar year within 4 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, except for the first annual general meeting which may be held at any time within 18 months after incorporation; 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 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 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 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 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 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 members to replace outgoing Committee members; 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 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 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 16.8.2, sending of the notice will be deemed to be properly effected if an undelivered notice is not received by the sender.
- 16.10. When a notice is sent by post under 16.8.3, sending of the notice will be deemed to be properly effected 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 10% of members present in person 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 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 17.9; and
  - 17.7.2. a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with 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 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 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 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, 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. Each individual financial member present shall have one (1) vote.
- 19.3. At a Committee meeting the President shall be entitled to a deliberate vote and, in the event of a tied vote, the President shall exercise a casting vote.
- 19.4. Each individual committee member present shall have one (1) 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 17, 18 and 19 of the Act, which is as follows-
  - 21.1.1. Subject to 21.1.4. and 21.1.5., 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, or such further time as the Commissioner may in a particular case allow (on written application by the Club), the Club must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Club as so altered conform to the requirements of this Act;
  - 21.1.3. An alteration of the rules of the Club does not take effect until 21.1.2 is complied with;
  - 21.1.4. An alteration of the rules of the Club having effect to change the name of the Club does not take effect until 21.1.1. to 21.1.3. are complied with and the approval of the Commissioner is given to the change of name;
  - 21.1.5. An alteration of the rules of the Club having effect to alter the objects or purposes of the Club does not take effect until 21.1.1. to 21.1.3. are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- 21.2. These rules bind every member and the Club to the same extent as if every member and the Club had signed and sealed these rules and agreed to be bound by all their provisions.

## **22. Common seal of Club**

- 22.1. The Club must have a common seal on which its corporate name appears in legible characters.
- 22.2. The common seal of the Club must not be used without the expressed authority of the Committee and every use of that common seal must be recorded in the Committee meeting minutes following its use.
- 22.3. The affixing of the common seal of the Club must be witnessed by any two of the President, the Vice-President, the Secretary and the Treasurer.
- 22.4. The common seal of the Club must be kept in the custody of the Secretary or of such other person as the Committee decides.

## **23. Disputes and mediation**

- 23.1. The grievance procedure set out in this rule applies to disputes under these rules between-
  - 23.1.1. a member and another member; or
  - 23.1.2. a member and the Club; or
  - 23.1.3. if the Club provides services to non-members, those non-members who receive services from the Club, and the Club.
- 23.2. 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.
- 23.3. 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.
- 23.4. The mediator must be-
  - 23.4.1. a person chosen by agreement between the parties; or
  - 23.4.2. in the absence of agreement-
    - 23.4.2.1. in the case of a dispute between a member and another member, a person appointed by the Committee of the Club;
    - 23.4.2.2. in the case of a dispute between a member or relevant non-member (as defined by 23.1.3) and the Club, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- 23.5. A member of the Club can be a mediator.
- 23.6. The mediator cannot be a member who is a party to the dispute.
- 23.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 23.8. The mediator, in conducting the mediation, must-
  - 23.8.1. give the parties to the mediation process every opportunity to be heard;
  - 23.8.2. allow due consideration by all parties of any written statement submitted by any party; and
  - 23.8.3. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 23.9. The mediator must not determine the outcome of the dispute.
- 23.10. The mediation must be confidential and without prejudice.
- 23.11. 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.

## **24. Distribution of surplus property on winding up of Club**

- 24.1. 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.

## **25. Sponsorship**

- 25.1. It shall be a general principle of the Club that sponsorship shall not be accepted by the Club from manufacturers, marketers or distributors of tobacco or other goods and substances considered inappropriate to the objects of the Club.

## **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 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 Australian 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.