

## **OBJECTIVES OF:**

### **COOMEALLA TRIATHLON CLUB INCORPORATED**

- (a) To establish, manage and maintain the sport of triathlon in the district.
- (b) To establish, manage and maintain a community spirit in triathlon.
  - i) to provide meaningful activities and programs;
  - ii) to provide skill activities for school students;
  - iii) to provide information, support and training sessions.

## **RULES OF THE**

### **COOMEALLA TRIATHLON CLUB INCORPORATED**

#### **NAME**

- 1. The name of the incorporated Association is the Coomealla Triathlon Club Incorporated.

#### **2. INTRODUCTION**

- i) These rules shall come into operation on 7th of November 1994.
- ii) All rules in force prior to the date of the coming into operation of these rules shall be, and the same are hereby, repealed, saving all existing rights.

#### **3. CLASSIFICATION**

- i) The Association shall be non-political and non-sectarian.

#### **4. DEFINITIONS**

- a) In these Rules the word "act" shall mean the Association Incorporation Act 1981, and any amendment thereto and the Regulations made thereunder by the Governor in Council.
- b) The word "Association" and "Club" used throughout these rules shall mean the COOMEALLA TRIATHLON CLUB INCORPORATED.
- c) "Financial Year" means the year ending on 30th June.

- d) "General Meeting" means a general meeting of members convened in accordance with these Rules.
- e) The word "Committee" shall mean the Committee of Management of the Association elected in accordance with the provisions of these Rules.
- f) The word "Member" shall mean any member, junior member and those persons afforded membership by virtue of these rules and includes and a "Life Member"
- g) The word "Secretary" shall mean the Secretary of the Coomealla Triathlon Club.
- h) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

#### 5. MEMBERSHIP & ANNUAL SUBSCRIPTION

- (1) Membership shall be open to all interested people, (excluding employees of the Association) and persons who may have a pecuniary benefit, on payment of an annual subscription of not less than \$5.00 payable to the Coomealla Memorial Sporting Club in addition to any such amount as may be decided by a majority of members at a General Meeting.
- (2) A junior member may be a member of the Coomealla Triathlon Club although not a member of the Coomealla Memorial Sporting Club.
- (3) Any person may be appointed as a Life Member by the Committee of Management.
  - a) Who has made a significant contribution to the Coomealla Triathlon Club other than by contributing thereto and has been a member of the Coomealla Triathlon Club for at least 5 years..

#### 6. REGISTER OF MEMBERS

- (1) The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the Register shall be available for inspection of members at the address of the Association.

7. MEETINGS OF MEMBERS, ANNUAL GENERAL MEETINGS & SPECIAL MEETINGS

- (1) The Annual General Meeting of members shall be held on such day between the first day of July and the thirtieth day of September as shall be fixed by the Committee, for the following purposes:
  - a) to confirm the Minutes of the previous meeting, if any, allowing discussion thereupon to any matters arising or to their accuracy.
  - b) to receive the report of the Committee and audited statements of accounts for the year to the 30th June, preceding;
  - c) to elect members of the Committee in place of those retiring;
  - d) for the transaction of any business of which at least seven (7) days notice has been given.
- (2) All Annual General Meetings of members shall be advertised by the Secretary at least fourteen (14) days and all special meetings at least seven (7) days before the day on which such meeting is to be held, in a daily newspaper circulating generally in the Shire of Mildura, Wentworth and City of Mildura.
- (3) If required by the Committee, or upon the requisition in writing of six members of the Committee, or of ten members, the Secretary shall, as provided for in these rules, convene a special meeting of members, the occasion for calling such a meeting being stated in such requisition, and no business shall be transacted at such special meetings excepting that for which it shall have been summoned.
- (4)
  - a) Not less than 7 of the members shall form a quorum at any annual or special general meeting. If a quorum does not assemble and proceed to business within one hour of the time fixed for the meeting no election shall be made nor shall any business be done at that meeting.
  - b) In such event, the meeting shall stand adjourned and there shall be another meeting at the same place and at the same time on the same day in the following week; and at this meeting any number of members exceeding five shall constitute a quorum.

- (5) At every general meeting the President, or in his absence, the Senior Vice-President in attendance shall preside as Chairperson but if none of these office bearers is present, the members present shall choose one of their number to be Chairperson at that meeting.
- (6) A minute book shall be kept in which shall be recorded minutes of all general meetings. Such minutes, if purporting to be signed by the Chairperson of the meeting at which the proceedings were held, or by the Chairperson of the next succeeding committee meeting, shall be evidence of the proceedings and such meeting shall be deemed to have been duly convened and held, and the resolutions recorded in the minutes duly passed or otherwise recorded.

8. VOTING AT MEETINGS OF MEMBERS OF COOMEALLA TRIATHLON CLUB

- (1) A member may at any meeting of members or at any election by members give his vote either in person or by postal ballot paper as prescribed in these by-laws but not by proxy.
- (2) Each Life Member and ordinary member shall be entitled to one vote.
- (3) At all meetings of members, all questions except those involving contested elections, shall be decided by a show of hands unless before or on the declaration of the result, a division is demanded by any member qualified to vote, in which event it shall be decided by a division. A declaration by the Chairperson that a resolution has, on a show of hands, been carried or otherwise, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact, provided however that where a majority of members present and qualified to vote to demands, any resolution shall be decided by poll as hereinafter provided.
- (4) Votes of financial members given by ballot shall be counted in the same manner as if they had been given in person.
- (5) At all meetings of members, the Chairperson shall have a deliberate vote and in the event of their being equality of votes on any questions shall have a casting vote also.

- (6) Where at any meeting of members a majority of those present and qualified to vote demand a poll on any resolution, the Chairperson of such meeting shall adjourn the meeting to a day to be fixed by him, but not less than seven or more than fourteen days after the day of adjournment. On the day preceding that fixed for the adjourned meeting, a poll of all members qualified to vote on the resolution in respect of which the poll was demanded shall be taken. Notice, specifying the subject matter under consideration, and the day, place and time of polling shall be advertised in a newspaper circulating generally in the Shire of Mildura, Shire of Wentworth and City of Mildura, not less than three days before the day so fixed. The result of such poll shall be announced by the Chairman at the adjourned meeting, and shall be deemed to be the resolution of the meeting at which the poll was demanded.

9. OFFICE BEARERS AND COMMITTEE

- (1) The Committee of Management shall consist of twelve (12) ordinary members elected by the members.
- (2) An ordinary member may be elected to any elective office of the Coomealla Triathlon Club. No person shall also be elected unless he is over the age of Eighteen years at least seven days before the day of the Annual General Meeting, of such person to such office signed by at least two members and also the written consent of such person to act in such office.
- (3) The first meeting after the Annual General Meeting shall be the Statutory Meeting. This can be held before the general meeting. This shall be held to determine the persons to fill all the positions on the Committee in respect of elected members. The members of the Committee shall then determine by ballot the numbers who shall be entitled, subject to the Act and to these rules to serve for periods as under.
- (4) Subject to the provisions of rule No. 9 (3) on the day of the Annual General Meeting of members in each year, the following members of the Committee shall retire from office but subject to the Act and to these rules shall be eligible for re-election;
- b) Those members temporarily appointed by the Committee to fill a casual vacancy as provided by rule No. 9 (3) whose period of appointment to fill the vacancy has expired;

- c) In the case of the Annual General Meeting held the first year following the initial election of Committee members, the elected members appointed to service for a period of office of one year in accordance with rule No. 9 (3);
  - d) In the case of the Annual General Meeting held the second year following the initial election of Committee members, the elected members appointed to service for a period of office of two years in accordance with rule No. 9 (3);
- (5) Where, on the day so named in the advertisement as aforesaid, more eligible candidates have not been duly nominated for the aforesaid offices than there are vacancies to be filled, the Chairman of the Annual General Meeting shall declare the persons so nominated duly elected to the offices for which they have been nominated.
- (6) Where, on the day so named in the advertisement as aforesaid, more eligible candidates have been duly nominated for any of the aforesaid offices than there are vacancies to be filled, a ballot shall be taken. Such ballot shall be held on the day of the Annual General Meeting and the results of such ballot shall be announced by the Chairman to such meeting and the persons elected by such ballot shall be deemed to have elected at the Annual General Meeting.

10. PROCEEDINGS OF COMMITTEE

- (1) The Committee shall at its Annual General Meeting in each year appoint from its members a President, one Vice-President Secretary and Treasurer.
- (2) The positions of President, Vice-President Secretary and the Treasurer shall be for one year, and shall retire from these respective offices on the day of the Annual General Meeting next succeeding their appointments, but may be re-appointed.
- (3) In the event of a casual vacancy in the office of President, Vice-President, Secretary, Treasurer, or any elective office, the Committee may temporarily appoint to the vacant office a committee person qualified to hold same and the person so appointed may continue in office up to and including the day of such Annual General Meeting next following.
- (4) In the event of any casual vacancy in the office of any elected

member of the Committee, the remaining members of the Committee may be elected to fill the vacancy a member of the Coomealla Triathlon Club who is eligible, and any member so appointed shall hold office for the balance of the term of the member in whose place he is elected.

- (6) No member of the Committee shall directly or indirectly supply goods or services to the Club where such goods or services can be satisfactorily obtained elsewhere locally.

#### 11. CONDUCT OF POLL FOR ELECTION OF COMMITTEE

- (1) Where, under the rules, any election has to be decided by poll, such poll shall be taken on a day to be fixed by the Committee.
- (2) The Committee shall appoint a Returning Officer and shall make such other provision as is necessary for the orderly conduct of the poll and the proper counting of votes.
- (3) Upon a poll being taken, each contributor is qualified to vote either in person or by postal ballot but not by proxy.
- (4) Where there are only two candidates, a ballot paper shall be valid if marked in any way which in the opinion of the Returning Officer indicates the voter's first preference only.
- (5) In the case of equality of votes between two candidates, the election shall be declared null and void and another election held.
- (6) If any aggrieved contributor wishes to dispute the validity of any election, he shall, within seven days after the declaration of the result of such election, give notice in writing to the Committee stating the grounds of his complaint. The Committee may thereupon either itself investigate the complaint or may appoint a sub-committee for the purpose. After hearing the complaint the Committee shall determine the matter and its decision thereon shall be final.

#### 12. MEETINGS OF COMMITTEE

- (1) The Committee shall meet once each month at such place and to such time as the Committee may from time to time determine.
- (2) Special Meetings of the Committee may be convened by the

President or any four members. Seven days notice shall be given to members of such meetings specifying the general nature of the business to be transacted, and no other business shall be transacted at such meetings.

- (3) Verbal confirmation of the next monthly meeting or special meeting shall be given at the close of business at each monthly meeting.
- (4) Seven of the members shall form a quorum at any meeting of the Committee. No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned.
- (5) The President, or in his absence, the Vice-President in attendance shall preside at all meetings of the Committee, but if none of these office-bearers is present, the members shall choose one of their number to be Chairperson.
- (6) All questions arising at any meeting of the Committee shall be decided by a show of hands, or if demanded by any member, by a division. Each member shall have one vote. The Chairperson shall have a deliberate vote and in the event of an equality of votes of any question shall have a casting vote also.
- (7) Minutes shall be kept of the proceedings at all meetings of the Committee, by the Secretary, who shall also be responsible for dealing with correspondence of the Association and for proper custody of all books, documents and securities of the Association.
- (8) No resolution of the Committee shall be varied or rescinded or until the next meeting after such resolution has been passed, except at a special meeting of the Committee called for the purpose or by an absolute majority of the whole Committee.
- (9) The Committee shall prepare and lay before the members at each Annual General Meeting a general report of the affairs of the Coomealla Triathlon Club together with the statements of accounts duly audited, for the twelve months ended on the thirtieth day of June, preceding the day of such meeting.
- (10) The President, subject to the full agreement of the Committee may call meetings of the Committee in matters of emergency without the requisite notice required by paragraph 2.

- (11) For the purposes of these rules, the office of a member of the Committee becomes vacant if that member;
- a) ceases to be a member of the Coomealla Memorial Sporting Club;
  - b) ceases to be a member of the Association;
  - c) becomes an insolvent under administration within the meaning of the Companies Victoria Code;
  - d) resigns his office by notice in writing given to the secretary, or
  - e) is absent for three consecutive meetings without acceptable reason or leave of absence; and every such vacancy shall be deemed a casual vacancy

13. APPOINTMENT OF SUB-COMMITTEES

- (1) The Committee may at any time appoint any Sub-Committee, consisting of relevant members they may think fit, and may prescribe the functions of any such Sub-Committee. The Committee shall have power to co-opt persons to serve on a Sub-Committee in an advisory capacity, but no such co-opted member shall be entitled to vote. The President and Secretary shall be ex-officio members of all Sub-Committees. The quorum for meetings of a Sub-Committee shall be one-third of its members.

14. TREASURER

- a) be responsible for the monitoring of all moneys on account of the Association and issue of official receipts. Such moneys shall be deposited without delay to the credit of the Association in such bank as the Committee may determine. If not required for immediate use of the Association, it shall be deposited in any appropriate state of investment as authorised by Section 4 of the Trustees Act 1958 as amended; and
- b) monitor the keeping of correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

15. FINANCE

- a) Finance may be obtained from members subscriptions, grants, voluntary contribution, fund raising efforts and other approved means.
- b) All accounts shall be paid by cheque except as hereinafter provided, and payments shall be made, then ratified by the Committee.
- c) All cheques drawn shall be signed by any two of, the President, Treasurer, or members of the Finance Sub-Committee.
- d) The accounts and books relating to all finance matters shall be available for inspection by members.
- e) The assets and income of the Association shall be applied solely in furtherance of its purposes and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

16. FINANCE SUB-COMMITTEE

- (1) A Finance Sub-Committee consisting of the Treasurer and two other members shall be elected by and from the Committee at its first meeting after the Annual General Meeting of members. The Finance Sub-Committee shall elect its own Chairperson at its first meeting. Two members shall form a quorum.
- (2) The Finance Sub-Committee shall;
  - a) meet at least once in each month;
  - b) make such recommendation to the Committee as it deems necessary concerning the conduct of public appeals for funds and the collection of charitable contributions;
  - c) to arrange the preparation of a finance report for presentation to the Committee at its monthly meeting, declaring that it is satisfied that all expenditure has been checked and are properly payable by the Association, and that all funds received have been duly lodged to the credit of the Association; or stating reasons if not satisfied; endorse on the report the initials of the Chairperson of the Sub-Committee, and recommend to the Committee that the accounts have been passed for payment;
  - d) to present a current balance of all accounts at the monthly Committee Meeting;

- e) satisfy itself that such accounting books and records as required by the Government bodies to be maintained and as the Committee shall from time to time direct are maintained in the manner prescribed;
- f) perform such other duties as may be allotted by the Committee.

17. ALLOCATION OF FUNDS RECEIVED

- (1) The assets and income of the Coomealla Triathlon Club shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

18. REMOVAL OF A MEMBER OF COMMITTEE

- (1) a) The association in general meeting may by resolution remove any member of the Committee before the expiration of his terms of office and appoint another contributor in his stead to hold office until the expiration of the term of the first-mentioned contributor.
- b) Where the contributor to whom a proposed resolution referred to in sub-clause (a) makes representations in writing to the Secretary or President of the Association, and requests that they be notified to the contributors of the Association, the Secretary or President may send a copy of representations to each contributor of the Association, or if they are not so sent, the contributor may require that they be read out at the meeting.

19. SEAL

- (1) a) The Common Seal of the Association shall be kept in the custody of the Secretary.
- b) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or one of the Committee and of the Public Officer of the Association.

20. ALTERATION OF RULES AND STATEMENT OF PURPOSES

- (1) Any proposed alteration of these rules and the statement of purposes of the Association shall be submitted to the Incorporated Association for approval, and if approved, such alteration shall be made in accordance with the Act.

## 21. AUDITOR

- (1) An Auditor or Auditors shall be appointed at the Annual Meeting each year and shall hold office until the next Annual Meeting. The Committee may appoint to such office a person to hold the same, although not a qualified accountant and the person so appointed may continue in office until immediately before the next Annual Meeting.
- (2) The fees and expenses of an Auditor of an Institution:
  - a) In the case of an Auditor elected at an Annual Meeting - shall be fixed by the contributors at that meeting, or if so authorised by the contributors at the last preceding Annual Meeting, by the Committee; and
  - b) In the case of an Auditor appointed by the Committee- may be fixed by the Committee.
- (3) An Auditor;
  - a) May be a member of the Institute of Chartered Accountants in Australia of the Australian Society of Accountants or any other body prescribed in Section 9 (7) of the Companies Act 1961, or any amendment thereto, preference in appointment being given to a person registered as a Company Auditor under Section 9 of that Act; or
  - b) May be a member of the Coomealla Triathlon Club Inc. suitably qualified.
- (4) An examination of the accounts and records shall be undertaken, and the Auditor shall attend at the offices of the Coomealla Triathlon Club for these purposes:
  - a) On such occasions as are arranged with the Club, but not less than once in each year.
  - b) In the period July - September in each year, when he shall complete the audit program relating to the financial year

which expired on the thirtieth day of June immediately preceding.

- (5) The Audit program shall be drawn up by the Auditor, and in the preparation of his program, he shall have regard to the Advisory Notice for Auditors which shall be issued by the Association from time to time.
- (6) The Auditor shall have access to the books and accounts of the Club at all times and shall make such reports as he considers necessary direct to the Committee.
- (7) The Auditor shall make a report to the contributors in general meeting and to the Association on every balance sheet and statement of income and expenditure laid before such general meeting during his term of office and shall state in his report whether in his opinion;
  - a) The accounting and other records examined by him have been properly maintained.
- (8) The Auditor may, if he considers it desirable to do so, make a report direct to the contributors in general meeting and/or to the Association on any matter coming within the scope of his duties. When the Auditor makes such a report, he shall at the same time submit a copy thereof to the Committee for information.

## 26. POLICIES & PROCEDURES

Where, in relation to any matter to the Constitution to which the Policies & Procedures make provision but the rules of the Incorporated Association do not make provision, the provision of the Policies & Procedures shall, in relation to that matter, be deemed to be included in the Constitution of the Incorporated Association.

## 27. DISSOLUTION

- (1) If, at any Annual or other General Meeting of the contributors, a resolution for the dissolution of the Club (whereof all contributors shall have had at least the notice prescribed by these by-laws) shall be passed by a majority of at least three-fourths of the contributors then present, the Committee shall inform the relevant authorities departments, and after receiving its approval, shall thereupon or at such future date as shall be specified in such resolution, proceed to

realise the property of the Club. Any and all assets remaining after full settlement of all debts and liabilities incurred by the Club shall be disposed of (subject to the approval of the relevant authorities) by gifts or transfer to such organisations, having object wholly or in part similar to the objects of this Club as may be specified in the resolution. If and so far as effect cannot be given to the aforesaid provision, then such remaining assets shall be given or transferred to some charitable object to be decided by the Club in conjunction with the relevant authorities.

- (2) Such resolution must specify that the net assets remaining after payment of all liabilities shall be transferred to a fund approved under Section 78 (1) (a) (1) or (ii) of the Income Tax Assessment Act, 1936 as amended.
- (4) On the completion of these actions, application shall be made to the Government departments for cancellation of registration.

28. ANNUAL RETURNS

- (1) The Secretary shall, within the rules of the Act; following each Annual General Meeting forward to;
  - a) a copy of the Annual Report;
  - b) a copy of the audited statements of the financial affairs of the Club.
- (ii) The Register of Incorporated Associations;
  - a) the Annual Report;
  - b) an audited statement of the financial affairs of the Club -including any trust of which the Club was a trustee during a period, being the whole or any part of the last financial year;
  - c) a certificate signed by a person who attended the meeting, being a member of the Committee of the Club, to the effect that the statement has been submitted to the contributors at the Annual General Meeting of the Club;
  - d) a statement of the terms of any resolution passed at the Annual General Meeting concerning that

statement;

- e) the prescribed fee (if any).

**CERTIFICATE**

We, the undersigned, being the President and Secretary respectively of the Coomealla Triathlon Club Incorporated, hereby certify that the Rules Number 1 - 28 contained on the attached sheets of typescript, all of which have been signed by us, are the Rules of the Association which were approved at a General Meeting of the contributors held on

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PRESIDENT: .....

SECRETARY: .....

DATED: .....