

**THE CONSTITUTION OF
TRIBE TRIATHLON CLUB INCORPORATED**

NAME

1. The name of this incorporated body shall be "Tribe Triathlon Club Incorporated" and it shall hereafter referred to as "the Club".

OBJECTS

2. (a) To promote, and to assist generally in the promotion and conduct of the sport of Triathlon and other such activities as may be decided by the Triathlon Association of South Australia.
- (b) To give aid when necessary to any organisation interested in conducting related events in South Australia.
- (c) To affiliate with Clubs and Associations having the same objectives.
- (d) To ensure that the safety of competitors in all events is not compromised.
- (e) To promote and arrange functions and activities (subject to the law relating hereto), raffles, lotteries, sweepstakes and bingo for the raising of funds for the abovementioned purposes.
- (f) To do all such things and acts conducive to the furtherance of the objects and interests of the Club.

MEMBERSHIP

3. Any person who is interested in the objects of the Club shall be eligible for membership.
4. (a) The annual membership fee for all classes of membership shall be determined at the Annual General Meeting each year.
- (b) Persons under the age of eighteen years shall be eligible to join as junior members at such special fees as shall be determined, but they shall not be entitled to hold office, or vote or take part in business procedure at meetings of the Club.
5. A properly constituted Annual General Meeting or Special General Meeting may appoint any person as an honorary member or an honorary life member of the Club in recognition of the services rendered in promoting the interests and objects of the Club.
6. Any member may resign from the Club, and upon ceasing to be a member of the Club for any reason whatsoever, shall not be entitled to the return of any membership subscription or any part thereof.
7. (a) The Committee may expel from the Club, or otherwise punish or penalise any member whose conduct, in the opinion of the Committee, is discreditable or injurious to the interests or the character of the Club.

- (b) Before any member is expelled or otherwise punished or penalised the conduct in question shall be inquired into by the Committee and the member shall be given particulars of the charge in writing and the opportunity to proffer defence and justification or explanation. Provided that a quorum is established and the majority of the Committee present when the matter is inquired into is of the opinion that the member has been guilty of such conduct or action as aforesaid, then the Committee may terminate or suspend membership or otherwise impose a penalty or punishment.
- (c) Should any member fail to appear at any inquiry conducted under Clause 7(b) hereof or any adjournment thereof, the Committee may proceed in that member's absence to conduct the said inquiry and to make its finding as hereinbefore empowered.

GENERAL MEETINGS

- 8. The Annual General Meeting of the members shall be held within three (3) months of the end of each financial year of the Club, and the members shall be given notice in writing at least fourteen days before such meeting.
- 9. The annual report and balance sheet or financial statement (audited as necessary to satisfy Clause 31) shall be submitted to members before the Annual General Meeting.
- 10. The Annual General Meeting may make by-laws necessary for the proper administration of the Club. Any by-law so made shall not be repealed, added to or amended unless and until:-
 - (a) Notice of intention to propose such repeal, addition or amendment is first given in writing by a member of the Club to the Secretary of the Club not later than thirty days prior to the date of such Annual General Meeting and included in the agenda for such meeting.
 - (b) Such repeal, addition or amendment is proposed at such Annual General Meeting and is approved by not less than two thirds of the members of the Club present at such meeting and voting thereon.
- 11. The Election of Officers and Committee for the ensuing twelve months shall take place at the Annual General Meeting, together with any other business mentioned in the notice paper convening the meeting.
- 12. A special meeting of members shall be called at the request of the President or the Secretary or any three members of the Committee or at the written request of five financial members of the Club. Such meeting shall be held within thirty days of such request and all members shall be notified in writing not less than ten days before such meeting.
- 13. The President of the Club shall be the Chairperson at all general meetings. Should the President not be present the members shall elect a member to the Chair.
- 14. (a) At all meetings the Chairperson's decision on points of order shall be final.
 - (b) The Chairperson shall have a casting vote in addition to a deliberative vote.

15. The quorum for a general meeting shall be ten (10) members present or ten (10) percent of the membership of the Club, whichever is the greater number.
16. If at any general meeting there shall be no quorum within thirty minutes of the time appointed for the meeting, then the meeting shall lapse unless a majority of members present decide to adjourn the meeting for a period not exceeding fourteen days. If there be no quorum within thirty minutes after the time appointed for such adjourned meeting then the meeting shall lapse altogether.
17. Only members present in person shall be entitled to vote.

COMMITTEE

18. (a) The business and affairs of the Club shall be under the management and control of a Committee, provided however that except in the case of extreme urgency, the Committee shall not take any action contrary to the decisions made at a general meeting.
 - (b) The Committee may, subject to the decisions made at general meetings, exercise all the powers of the Club and do all such things as may be done by the Club or which it considers necessary or expedient to carry out the objects of the Club.
 - (c) The Committee shall have the power to appoint such officers as required to carry out the objects of the Club, including a public officer required by the Act.
19. The Committee shall consist of:-
 - (a) The President, a Secretary, a Treasurer (hereinafter called the office-bearers) and
 - (b) a minimum of 3 members of the Club, elected at the Annual General Meeting or as otherwise provided herein.
20. All members of the Committee must be financial members of the Club.
21. Should any vacancy occur in the Committee, other than in the normal course of the election, the Committee may fill such vacancy from the financial members of the Club and such member, duly elected shall hold office for the unexpired portion of the term.
22. The Committee shall meet as often as required, but at least quarterly, to conduct the business of the Club. The President or the Secretary or three members of the Committee shall have the power to call a meeting of the Committee. The President of the Club shall take the Chair at all Committee meetings. Should the President not be present the Committee shall elect one of its members to take the Chair.
23. The Chairperson at all Committee meetings shall have a casting vote in addition to a deliberative vote.
24. (a) All Notices of Committee Meetings shall be given to members of the Committee at least seven (7) days before such meeting.
 - (b) The accidental omission to give any member, or the non-receipt by any member of any notice required by this Constitution, shall not invalidate or affect any proceedings at such meeting.

25. (a) The Committee shall have the power to delegate any of its powers to a sub-committee to deal with any particular matter or matters and upon such terms as the Committee may think fit. The President and the Secretary shall be ex-officio members of all sub-committees.
- (b) All acts and decisions done or made by any meeting of the Committee or any member thereof, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such member or all or any members of the Committee, be as valid and effective as if they had all been properly appointed, unless it is proved that the appointment was made in fraud or bad faith.
26. The quorum for Committee Meetings shall be three (3) members present in person.

ELECTION OF COMMITTEE

27. Nominations for each candidate for election as office bearer or Committee member shall be proposed and seconded respectively by two (2) members at the Annual General Meeting. Contested officers shall be subject to ballot at the Annual General Meeting of the members present and voting thereon.
28. No person shall be eligible for election unless they are a financial member of the Club.
29. The election for the office bearers and the other Committee members shall be by ballot of members present and voting thereon, held at the Annual General Meeting. No ballot shall be required if only one person nominates for a position, and they shall be declared duly elected.

DISQUALIFICATION OF COMMITTEE MEMBERS

30. The office of committee member shall become vacant if a committee member is:-
- (a) disqualified by the Act;
- (b) expelled under these rules;
- (c) permanently incapacitated by ill health.

AUDITORS

31. An auditor for the Club may be appointed at the Annual General Meeting in each year and such Auditor:-
- (a) shall be an accountant
- (b) shall hold office until the next Annual General Meeting.

Where an Auditor has been appointed the Auditor shall examine the accounts of the Club and may certify the correctness thereof.

This Auditor shall make a report to the members upon the accounts to be submitted to the Annual General Meeting and in every such report shall state whether in the opinion

of the Auditor they are properly drawn up so as to exhibit a true and correct view of the Club's financial affairs.

DUTIES

32. (a) The Secretary shall carry out all appointed duties under the direction of the Committee and keep a true record of all meetings, attend to correspondence, issue notices for meetings, keep records and carry out such duties as the Committee may from time to time direct.
- (b) The Treasurer shall receive all moneys payable to the Club and give receipts for same where necessary. All moneys so received shall be paid into the banking account of the Club. The Treasurer shall present at each general meeting a balance of the finances of the Club and shall keep proper books of account of all moneys received and disbursed and generally perform all such duties as are directed by the Committee from time to time.

FINANCE

33. The financial year shall be from the first day of May to the thirtieth day of April the following year.
34. All moneys of the Club shall be paid into the account of the Club at such financial institution as the Committee may from time to time direct.
35. No moneys shall be drawn from the Club's accounts save by cheque signed by the signatories authorised by the Committee. No cheque shall be signed or money withdrawn unless such withdrawal has been approved by the Committee, or in the case of urgency, by the President and Secretary.

TRUSTEES

36. Unless otherwise determined, the members of the Committee of the Club for the time being shall be Trustees of the Club, to hold any property, real and personal, belonging to the Club.

AMENDMENTS TO THE CONSTITUTION

37. This shall be the only Constitution of the Tribe Triathlon Club Incorporated, and shall come into force forthwith and shall not be altered, varied, added to or repealed unless two-thirds of financial members present at an Annual General Meeting or at a meeting specially convened for that purpose are in favour of such alteration, variation, addition or repeal. Such an alteration shall be registered with the Office of Consumer and Business Affairs (or equivalent replacement) as required by the Act.

PROPERTY

38. The property, assets and income of the Club, wherever derived, shall be applied towards the promotion of the objects of the Club, and no portion thereof shall be paid or transferred either directly or indirectly by way of remuneration benefit or otherwise to members generally of the Club. Should the Club for any reason whatsoever cease to

function, any member or person holding any Club moneys or property shall forthwith pay the same to the Committee.

DISSOLUTION AND DEPOSITION OF ASSETS

39. The Club may be dissolved or wound up only upon the resolution carried by a majority of three-quarters of the members present (either personally or by proxy) and voting at a general meeting called for such purpose. If upon the dissolution or winding up of the Club there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club but shall be distributed according to the wishes of the majority of the members.

INTERPRETATION

"In writing" or "written" means and includes printing or other means of representing or reproducing words in visible form.

Words imparting singular include the plural and words imparting the plural include the singular where context permits.

The heading shall not effect the construction of this Constitution.

The "Act" means the Associations Incorporation Act, 1985 (or equivalent replacement act).