

DARWIN TRIATHLON CLUB INCORPORATED  
CONSTITUTION

PART 1 - PRELIMINARY

1. Name

The name of the incorporated Association ("the Club") is the Darwin Triathlon Club Inc.

2. Objects and purposes

The objects and purposes of the Club are as follows.

- (a) To promote interest in triathlons within Darwin.
- (b) To educate, coach and encourage members of the Club.
- (c) To conduct triathlon events in a safe and friendly environment, in accordance with current Triathlon Australia requirements and regulations.

3. Minimum number of members

The Club must have at least 5 members.

4. Definitions

In this Constitution, unless the contrary intention appears —

"Act" means the Associations Act and regulations made under that Act;

"Committee" means the elected Management Committee of the Club;

"financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the Banking Act 1959 of the Commonwealth;

"general meeting" means a general meeting of members convened in accordance with clause 44;

"member" means a member of the Club;

"register of members" means the register of the Club's members established and maintained under section 34 of the Act;

"special resolution" means a resolution notice of which is given under clause 47 and passed in accordance with section 37 of the Act.

## PART 2 - CONSTITUTION AND POWERS OF CLUB

### 5. Powers of Club

(1) For achieving its objects and purposes, the Club has the powers conferred by sections 11 and 13 of the Act, .

(2) Subject to the Act, the Club may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may —

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on the terms and in the manner it considers appropriate;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf; and (g) enter into any other contract it considers necessary or desirable.

### 6. Effect of Constitution

This Constitution binds every member and the Club to the same extent as if every member and the Club had signed and sealed this Constitution and agreed to be bound by it.

### 7. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

### 8. Altering the Constitution

(1) The Club may alter this Constitution by special resolution but not otherwise.

(2) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

## PART 3 - MEMBERS

### Division 1 — Membership

#### 9. Application for membership

(1) To apply to become a member of the Club a person must submit a written application for membership to the Committee in a form — (a) approved by the Committee; and

- (b) signed by the person.

#### 10. Joining fee

- (1) On applying to join the Club the applicant must pay the joining fee.
- (2) The joining fee is either —
  - (a) a pro rata annual fee based on the remaining part of the financial year; or
  - (b) the full annual membership fee as determined by the Committee in accordance with clause 12(1).

#### II Approval of Committee

The Committee must grant approval to any applicant provided:

- (a) the applicant has submitted an application for membership in accordance with clause 9; and
- (b) has paid the joining fee in full.

#### 12. Annual membership fees

(1) The annual membership fee is the amount determined from time to time by resolution at a general meeting.

(2) Each member must pay the annual membership fee to the Treasurer by the first day of each financial year or another date determined by the Committee from time to time.

(3) A member whose subscription is not paid by the due date will cease to be a member unless the Committee determines otherwise.

#### Division 2 — Rights of members

#### 13. General

(1) Subject to clause 14(2), a member may exercise the rights of membership when his or her name is entered in the register of members.

(2) A right of membership of the Club —

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on the cessation of membership whether by death, resignation or otherwise.

#### 14. Voting

- (1) Subject to subclause (2), each member has one vote at general meetings of the

(2) A member is eligible to vote immediately membership is approved.

15. Notice of meetings and special resolutions

The Secretary must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

16. Access to information on Club

The following must be available for inspection by members:

- (a) a copy of this Constitution;
- (b) minutes of general meetings; and
- (c) annual reports and annual financial reports.

17. Raising grievances and complaints

(1) A member may raise a grievance or complaint about a committee member, the Committee or another member of the Club.

(2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

18. Associate members

An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

Division 3 — Termination, death, suspension and expulsion

19. Termination of membership

Membership of the Club may be terminated by —

- (a) a notice of resignation addressed and posted to the Club or given personally to the Secretary or another committee member;
- (b) non-payment of the annual membership fee within the time allowed under clause 12(3); or
- (c) expulsion in accordance with this Division.

20. Death of member or whereabouts unknown

If a member dies or the whereabouts of a member are unknown, the Committee must cancel the member's membership.

21. Suspension or expulsion of members

(1) If the Committee considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Club, the Committee must give notice of the proposed suspension or expulsion to the member.

(2) The notice must —

(a) be in writing and include —

(i) the time, date and place of the committee meeting at which the question of that suspension or expulsion will be decided; and (ii) the particulars of the conduct; and

(b) be given to the member not less than 30 days before the date of the committee meeting referred to in paragraph (a)(i).

(3) At the meeting, the Committee must afford the member a reasonable opportunity to be heard or to make representations in writing.

(4) The Committee may suspend or expel or decline to suspend or expel the member from the Club and must give written notice of the decision and the reason for it to the member.

(5) Subject to clause 22, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

## 22. Appeals against suspension or expulsion

(1) A member who is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Committee's decision.

(2) The appeal must be considered at a general meeting of the Club and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.

(3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Committee to suspend or expel the member.

(4) The member is not suspended or does not cease to be a member until the decision of the Committee to suspend or expel him or her is confirmed by a resolution of the members.

## PART 4 - MANAGEMENT COMMITTEE

### Division 1 — General

#### 23. Role and powers

(1) The business of the Club must be managed by or under the direction of an elected Management Committee.

(2) The Committee may exercise all the powers of the Club except those matters that the Act or this Constitution requires the Club to determine through a general meeting of members.

(3) The Committee may appoint and remove staff.

(4) The Committee may establish one or more subcommittees consisting of the members of the Club the Committee considers appropriate.

#### 24. Composition of Committee

(1) The Management Committee consists of— (a) a President; (b) a Vice-President; (c) a Secretary;

(d) a Treasurer; and

(e) any other position deemed necessary by the Committee based on current requirements and passed by resolution at an annual general meeting of the Club.

(2) Unless elected directly as a separate office holder, the Committee must appoint one committee member to be the Club's public officer,

#### 25. Delegation

(1) The Committee may delegate to a subcommittee any of its powers and functions other than —

- (a) this power of delegation; or
- (b) a duty imposed on the Committee by the Act or any other law.

(2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

- (3) The Committee may, in writing, revoke wholly or in part the delegation.

#### Division 2 — Tenure of office

#### 26. Eligibility of committee members

- (1) A committee member must be a member who is a financial member of the Club.

(2) Committee members must be elected to the Committee at an annual general meeting or appointed under clause 33.

#### 27. Nominations for election to committee

(1) A member is not eligible for election to the Committee unless he or she: (a) is nominated by another member — (i) in writing to the Secretary prior to an annual general meeting; or (ii) in person at an annual general meeting; and

- (b) has notified the Committee of his or her willingness to stand for election,

#### 28. Retirement of committee members

(1) A committee member holds office until the next annual general meeting unless the member vacates the office under clause 31 or is removed under clause 32.

(2) Subject to subclause (3), at an annual general meeting the office of each committee member becomes vacant and elections for a new Committee must be held.

(3) The President of the outgoing Committee must preside at the annual general meeting until a new member is elected as President.

(4) Members may serve consecutive terms on the Committee subject to clauses 27 and 30.

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29. Election by default

(1) If the number of persons nominated for election to the Committee under clause 27 does not exceed the number of vacancies to be filled, the President must declare the persons to be duly elected as members Committee at the annual general meeting.

(2) If vacancies remain on the Committee after the declaration under subclause (1), additional nominations of committee members may be accepted from the floor of the annual general meeting.

(3) If the nominations from the floor do not exceed the number of remaining vacancies, the President must declare those persons to be duly elected as members of the Committee.

(4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Committee in accordance with clause 33.

30. Election by voting

(1) If the number of nominations exceeds the number of vacancies on the Committee, voting for those positions must be conducted.

(2) Voting must be conducted in a manner determined from time to time by resolution at a general meeting.

(3) The members chosen by vote must be declared by the President to be duly elected as members of the Committee.

31. Vacating office

The office of a committee member becomes vacant if the member —

- (a) is disqualified from being a committee member under section 30 or 40 of the Act;
- (b) resigns by giving written notice to the Committee;
- (c) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
- (d) ceases to be a resident of the or
- (e) ceases to be a member of the Club,

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32. Removal of committee member

(1) The Club, through a special general meeting of members, may remove any committee member before the member's term of office ends.

(2) If a vacancy arises through removal under subclause (1) an election must be held to fill the vacancy.

33. Filling casual vacancy on Committee

(1) If a vacancy remains on the Committee after the application of clause 29 or if the office of a committee member becomes vacant under clause 31, the Committee may appoint any member of the Club to fill that vacancy,

(2) However, if the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

Division 3 — Duties of committee members

34. Collective responsibility of Committee

(1) As soon as practicable after being elected to the Committee, each committee member must become familiar with the Act and regulations made under the Act.

(2) The Committee is collectively responsible for ensuring the Club complies with the Act and regulations made under the Act.

35. President and Vice\*President

(1) Subject to subclauses (2) and (3), the President must preside at all general meetings and committee meetings.

(2) If the President is absent from a meeting, the Vice-President must preside at the meeting.

(3) If the President and the Vice-President are both absent, the presiding member for that meeting must be —

(a) a member elected by the other members present if it is a general meeting; or

(b) a committee member elected by the other committee members present if it is a committee meeting.

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36. Secretary

The Secretary must —

- (a) coordinate the correspondence of the Club;
- (b) ensure minutes of all proceedings of general meetings and of committee meetings are kept in accordance with section 38 of the Act;
- (c) maintain the register of members in accordance with section 34 of the Act;
- (d) unless the members resolve otherwise at a general meeting — have custody of all books, documents, records and registers of the Club, other than those required by clause 37(5) to be in the custody of the Treasurer; and
- (e) perform any other duties imposed by this Constitution on the Secretary,

37. Treasurer

1 The Treasurer must —

- (a) receive all moneys paid to or received by the Club and may issue receipts for those moneys in the name of the Club;

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- (b) pay all moneys received into the account of the Club within 5 working days after receipt or as soon as practicable after that day.
- (c) make any payments authorised by the Committee or by a general meeting of the Club from the Club's funds; and
- (d) ensure cheques are signed by him or her or one other committee member nominated and authorised by the Committee.

(2) The Treasurer must ensure the accounting records of the Club are kept in accordance with section 41 of the Act.

(3) The Treasurer must coordinate the preparation of the Club's annual statement of accounts.

(4) If directed to do so by the President, the Treasurer must submit to the Committee a report, balance sheet or financial statement in accordance with that direction.

(5) The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Club unless the members resolve otherwise at a general meeting.

(6) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

### 38. Public officer

(1) The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.

(2) The public officer must keep a current copy of the Constitution of the Club.

## PART 5 - MEETINGS OF MANAGEMENT COMMITTEE

### 39. Frequency and calling of meetings

(1) The Committee must meet together for the conduct of business not less than 3 times in each financial year,

(2) The President may at any time convene a special meeting of the Committee.

(3) A special meeting may be convened to deal with an appeal under clause 22.

### 40. Voting and decision making

(1) Each committee member present at the meeting has a deliberative vote.

(2) A question arising at a committee meeting must be decided by a majority of votes.

(3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

41. Quorum

For a committee meeting, one-half of the committee members constitutes a quorum, .

42. Procedure and order of business

(1) The procedure to be followed at a committee meeting must be determined from time to time by the Committee.

(2) The order of business may be determined by the members present at the meeting.

(3) Only the business for which the meeting is convened may be considered at a special meeting.

43. Disclosure of interest

(1) A committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Club must disclose the nature and extent of the interest to the Committee in accordance with section 31 of the Act.

(2) The Secretary must record the disclosure in the minutes of the meeting,

(3) The Chairperson must ensure a committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

## PART 6 - GENERAL MEETINGS

44. Convening general meetings

(1) The Club must hold its first annual general meeting within 18 months after its incorporation.

(2) The Club must hold all subsequent annual general meetings within 5 months after the end of the Club's financial year.

(3) The Committee —

(a) may at any time convene a special general meeting;

(b) must, within 30 days after the Secretary receives a notice under clause 22(1), convene a special general meeting to deal with the appeal to which the notice relates; and

(c) must, within 30 days after it receives a request under clause 45(1), convene a special general meeting for the purpose specified in that request.

45. Special general meetings

(1) Half the number of members constituting a quorum for a general meeting may make a written request to the Committee for a special general meeting.

- (2) The request must...
  - (a) state the purpose of the special general meeting; and
  - (b) be signed by the members making the request.
- (3) If the Committee fails to convene a special general meeting within the time allowed —
  - (a) for clause 44(3)(b) — the appeal against the decision of the Committee is upheld; and
  - (b) for clause 44(3)(c) — the members who made the request may convene a special general meeting as if they were the Committee.
- (4) If a special general meeting is convened under subclause (3)(b), the Club must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Secretary must give to all members not less than 21 days notice of a special general meeting.
  - (6) The notice must specify —
    - (a) when and where the meeting is to be held; and
    - (b) the particulars of and the order in which business is to be transacted.

#### 46. Annual general meeting

- (1) The Secretary must give to all members not less than 30 days notice of an annual general meeting unless otherwise provided in the Schedule.
- (2) The notice must specify —
  - (a) when and where the meeting is to be held; and
  - (b) the particulars of and the order in which business is to be transacted,
- (3) The order of business for each annual general meeting is as follows: (a) first — the consideration of the accounts and reports of the Committee;
- (b) second — the election of new committee members;
- (c) third — any other business requiring consideration by the Club at the meeting.

#### 47. Special resolutions

- (1) A special resolution may be moved at any general meeting of the Club.

(2) The Secretary must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed.

(3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

48. Notice of meetings

The Secretary must give a notice under this Part by — (a)  
posting the relevant details to the Club's website;

(b) serving it to a member via email,

49. Quorum at general meetings

At a general meeting, one quarter of all current members constitutes a quorum.

50. Lack of quorum

(1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present —

(a) for an annual general meeting or special general meeting convened under clause 44(3)(a) — the meeting stands adjourned to the same time on the same day in the following week and to the same place;

(b) for a meeting convened under clause 44(3)(b) — the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or

(c) for a meeting convened under clause 44(3)(c) — the meeting lapses.

(2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.

(3) The President may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.

(4) 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.

(5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

## 51. Voting

(1) Subject to clauses 14(2) and 18, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

(2) At a general meeting —

(a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and

(b) a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution,

(3) A poll may be demanded by the President or by 3 or more members present in person or by proxy.

(4) If demanded, a poll must be taken immediately and in the manner the President directs.

## 52. Proxies

A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

## PART 7 - FINANCIAL MANAGEMENT

### 53. Financial year

The financial year of the Club is specified as 1 July to 30 June.

### 54. Funds and accounts

(1) The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.

(2) Subject to any restrictions imposed by the Club at a general meeting, the Committee may approve expenditure on behalf of the Club within the limits of the budget.

(3) All cheques, drafts, bills of exchange, promissory notes, other negotiable instruments and electronic funds transfers must be signed or authorised by the treasurer or one other committee member as nominated and authorised by the Committee.

(4) All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after receipt or as soon as practicable after that day.

(5) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

55. Accounts and audits

The responsibility of the Committee under clause 34(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to —

- (a) the keeping of accounting records;
- (b) the preparation and presentation of the Clubs annual statement of accounts; and
- (c) the auditing of the Club's accounts.

PART 8 - GRIEVANCE AND DISPUTES

56, Grievance and disputes procedures

(1) This clause applies to disputes between — (a) a member and another member; or

(b) a member and the Committee.

(2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.

(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 after the meeting, hold another meeting in the presence of a mediator.

(4) The mediator must be —

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement —

(i) for a dispute between a member and another member — a person appointed by the Committee; or

(ii) for a dispute between a member and the Committee — a person who is a mediator appointed or employed by the department administering the Act.

(5) A member of the Club can be a mediator.

(6) The mediator cannot be a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.



(8) The mediator, in conducting the mediation, must —

- (a) give the parties to the mediation process every opportunity to be heard;
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute.

(10) 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.

## PART 9 - MISCELLANEOUS

### 57. Distribution of surplus assets on winding up

(1) If on the winding up or dissolution of the Club, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.

(2) The surplus assets must be given or transferred to another Club incorporated under the Act that —

- (a) has similar objects or purposes;
- (b) is not carried on for profit or gain to its individual members; and
- (d) is determined by resolution of the members.

### 58. Decision to wind up

(1) The decision to wind up or dissolve the Club can only be made by resolution at a special general meeting.

(2) Notice of any proposal to wind up or dissolve the Club must be served to all members —

- (a) at least 30 days prior to holding the special general meeting; and
- (b) in accordance with clause 48.