

**ADELAIDE TRIATHLON CLUB INCORPORATED
CONSTITUTION**

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INTERPRETATIONS

“In writing” or “written” means and includes printed or other means of representing or reproducing words in visible form, including but not limited to email, letter or facsimile.

“Association” means any association that of which affiliation is in line with the interests of the club.

“Clubs” means any club that is affiliated with an Association that represents that particular Clubs interests.

“Triathlon” means the sport of triathlon in which the disciplines of swimming, riding of a bicycle and running form individual, or multiple, legs within an event. There shall be no set order of the disciplines to form an event.

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.

NAME

1.

The name of this body shall be “Adelaide Triathlon Club Incorporated” and shall hereafter be 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 Club,
- (b) To give aid, when necessary and in the interest of the members of the Club, to any organisation interested in conducting related events in South Australia,
- (c) To affiliate with Clubs and Associations having the same objectives; and
- (d) To ensure the fairness and safety of competitors in all events managed by the club is not compromised.

POWERS

3.

For the purposes of achieving and furthering the objects, the Club shall have power to:

- (a) purchase, sell, hold, lease or rent real or personal property and to enter into any arrangements with any government or local government authority,
- (b) borrow, raise or secure the payment of money, to secure the repayment or performance of any debt or liability, contract or guarantee,
- (c) invest the money of the Club,
- (d) amalgamate, associate or affiliate with any other Triathlon Club or sporting Associations; and
- (e) do all such things as are incidental or conducive to the objects of the Club.

MEMBERSHIP

4.

- (a) Any person who is interested in the objects of the Club shall be eligible for membership.
- (b) The membership categories shall be:
 - I.) Full Members,
 - II.) Family Membership, and
 - III.) Junior Member.
- (c) The membership year shall be from the first of July to the thirtieth of June the following year.
- (d) Membership may be extended beyond the terms of clause 4 (c) at the discretion of the Committee

5.

- (a) The annual membership fee for all categories of membership shall be determined by the committee prior to, and agreed upon at, the Annual General Meeting each year.

- (b) Persons under the age of twenty (20) years shall be eligible to join as Junior Members at such special fees as shall be determined. Such Junior Members, under the age of eighteen (18) years, shall not be entitled to hold an office-bearer position, but can be elected to a committee position, entitled to vote and take part in the business procedure at committee meetings of the Club.

6.

A properly constituted Annual General Meeting or Special General Meeting may appoint any person as an honorary member or honorary life member of the Club in recognition of the services rendered in promoting the interests and objects of the Club.

7.

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 part thereof.

8.

- (a) The Committee may refuse an application for membership or renewal of membership, or expel from the Club, or otherwise punish or penalise any member whose conduct, in the opinion of the Committee, is, or has been discreditable or injurious to the interests or character of the Club.
- (b) Before any member is refused membership, renewal of membership or expelled or otherwise punished or penalised, their conduct shall be inquired into by the Committee and the member shall be given particulars of the charge in writing and the opportunity to defend themselves and to justify or explain their conduct. Provided that a forum 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 must refer to Clause 8 (a).
- (c) Should any member fail to appear at any enquiry conducted under Clause 8 (b) hereof or any adjournment thereof, the Committee may proceed in that member's absence to conduct the said enquiry and to make its finding as outlined in Clause 8 (b).

GENERAL MEETINGS

9.

The Annual General Meeting of the members shall be held before 31 August each year. Members shall be given notice in writing at least fourteen (14) days before such a meeting.

10.

The annual report including financial statements shall be submitted to members at the Annual General Meeting.

11.

The Annual General Meeting shall approve by-laws required for the proper administration of the Club. Any by-law so approved shall not be repealed, added to or amended unless and until:

- (a) Notice of intention to propose such a 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.

12.

The election of Officers and Committee members shall take place at the Annual General Meeting, together with any other business included in the notice paper convening the meeting. The Officers and Committee members will hold office until the date of the next Annual General Meeting.

13.

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 (30) days of such request and all members shall be notified in writing not less than fourteen (14) days before such a meeting.

14.

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.

15.

- (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.

16.

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.

17.

If at any General Meeting there be no quorum within thirty (30) 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 (14) days. If there be no quorum within thirty minutes after the time appointed for such adjourned meeting then the meeting shall lapse altogether.

18.

Only members present in person shall be entitled to vote.

COMMITTEE

19.

- (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 of the powers of the Club and take actions considered necessary or expedient to carry out the objects of the Club.

20.

The Committee shall consist of:

- (a) The President, Secretary, and Treasurer (hereinafter called the Officers) and
- (b) A maximum of 5 other members of the Club, elected at the Annual General Meeting or as otherwise provided herein.

21.

All members of the Committee must be financial members of the Club.

22.

Should any vacancy occur in the Committee, other than in the normal course of the election, the Committee may fill such a vacancy from the financial members of the Club and such member, duly elected, shall hold office for the unexpired portion of the term.

23.

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.

24.

The Chairperson at all Committee meetings shall have a casting vote in addition to a deliberative vote.

25.

- (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 members of any notice required by this Constitution, shall not invalidate or affect any proceedings at such meeting.

26.

- (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 decisions made at any meeting of the Committee or by any member thereof shall, notwithstanding that it is discovered afterwards that there was a defect in the appointment of such member or members of the

Committee, be as valid and effective as if they had been properly appointed, unless it is proven that the appointment was made in fraud or bad faith.

- (c) Decisions of the Committee shall remain effective until repealed, by subsequent Committee decision or a General Meeting.

27.

The quorum for Committee Meetings shall be three (3) members present in person.

28.

Elected Committee members may be reimbursed for expenses incurred on Club business but shall not receive any remuneration for holding such positions, unless agreed in advance by the committee for agreed tasks or duties. Details to be tabled at general meetings

ELECTION OF COMMITTEE

29.

Nominations for each candidate for election as Officer 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.

30.

No person shall be eligible for election unless they are financial members of the Club.

31.

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.

AUDITORS

32.

- (a) An auditor for the Club may be appointed at the Annual General Meeting in each year and such Auditor:
 - (1) Shall be an accountant.
 - (2) Shall hold office until the next Annual General Meeting.
- (b) Where an Auditor has been appointed the Auditor shall examine the accounts of the Club and shall certify the correctness thereof.
- (c) The Auditor shall report on the accounts to the Club Committee and in such report shall state whether in the opinion of the Auditor the accounts are properly drawn up so as to exhibit a true and correct view of the Club's financial affairs.

DUTIES

33.

- (a) The President shall be the Public Officer of the Club.
- (b) 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.
- (c) The Treasurer shall receive all moneys payable to the Club and give receipts where necessary. All monies received shall be paid into the Club's banking accounts. The Treasurer shall present at each General Meeting a financial statement of the finances of the Club, and shall keep proper books of account of all moneys received and dispersed and generally perform all such duties as are directed by the Committee from time to time.

FINANCE

34.

The financial year shall be from the first day of July to the thirtieth day of June the following year.

35.

All monies of the Club shall be paid into the Club's accounts at such financial institution as the Committee may from time to time direct.

36.

All monies withdrawn from the Club's accounts shall be signed by the signatories authorised by the Committee. Monies shall only be withdrawn for Club expenditure authorised by the Committee, or in the case of urgency, by the President or Secretary.

37.

Members may be reimbursed for expenses incurred on Club business but shall not receive any remuneration unless agreed in advance by the committee for agreed tasks or duties.

38.

The books and accounts of the Club may be audited annually by an Auditor appointed at the Annual General Meeting.

AMENDMENTS TO THE CONSTITUTION

39.

This shall be the only Constitution of the Adelaide Triathlon Club Inc. 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.

PROPERTY

40.

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 monies or property shall forthwith pay the same to the Committee.

DISSOLUTION AND DEPOSITION OF ASSETS

41.

The Club may be dissolved or wound up only upon a resolution carried by a majority of three-quarters of the members present (either personally or by proxy), 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 debts and liabilities, any property whatsoever, these assets 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.

Date Accepted: 20 August 2011