



CLONCURRY CYCLING AND TRIATHLON CLUB

CONSTITUTION

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Version 2

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ASSOCIATION BY GUARANTEE CONSTITUTION of CLONCURRY CYCLING AND TRIATHLON CLUB.

INTRODUCTION

1. NAME

The name of the Association is the Cloncurry Cycling and Triathlon Club Inc.

2. DEFINITIONS AND INTERPRETATION

2.1 In this Constitution unless the contrary intention appears:

“annual general meeting” means the annual general meeting of the Association conducted in accordance with this constitution.

“aquathlon” means the sport comprising the combination of the disciplines of swimming and running.

“constitution” means this constitution of the Association.

“committee” means the body consisting of the Committee members. Committee members of the Association composed in accordance with **Rule 25.2**.

“Committee Meeting” means a meeting of the committee in person, by teleconference or by videoconference.

“Committee Member” means a member of the Committee elected or appointed in accordance with this constitution and includes the President, Vice President, Secretary, Treasurer and other appointed Committee members .

“delegate” means a person elected or appointed from time to time by a recognised triathlon club to act for and on behalf of that recognised triathlon club and represent the recognised triathlon club at general meetings or otherwise.

“duathlon” means the sport comprising the combination of the disciplines of cycling and running.

“executive committee” means the president, vice president, secretary, vice secretary treasurer and vice treasurer.

“Financial Year” means the year ending 30 June in each year.

“Former Body” means Triathlon Queensland Inc, an incorporated association.

“general meeting” means the Annual or any special general meeting of the Association.

“individual junior member” means an individual who is a financial member the Association but is not able to vote.

“individual member” means an individual who is a financial member the Association

“intellectual property” means all rights subsisting in copyright, trade names, trade marks, logos, designs, equipment, images (including photographs, videos or films) or service marks (whether registered or registrable) relating to the Association or any event or competition, product, publication, calendar of events or activity (including all Queensland championships) developed, conducted, promoted or administered by the Association.

“interested committee member” means a committee member elected under **Rule 26**.

“ITU” means the International Triathlon Union, the world governing body for triathlon under the jurisdiction of an international governing body recognised by the International Olympic Committee, Conseil Internationale du Sport Militaire or General Association of International Sports Federations and presently known as the International Triathlon Union.

“ITU competition rules” means the competition rules published by the ITU as amended from time to time, which prescribes the rules and regulations for the conduct of Triathlon races.

“members” means recognised triathlon clubs, individual members, life members, and other categories of members created in accordance with **Rule 12.2**.

“objects” mean the objects of the Association in **Rule 3**.

“president” means the president for the time being of the association elected in accordance with **Rule 26**.

“recognised triathlon club” means a club having a minimum memberships consisting of an executive of a president, administrator and treasurer and 10 ordinary members, which the Association has approved as a recognised triathlon club.

“recognised triathlon squad” means an organised group, which may or may not also be a recognised triathlon club, that has as its principal operating purpose the commercial delivery of triathlon services from one or more accredited triathlon coaches, to members of that squad, and which the association has approved as a recognised triathlon squad

“special general meeting” means a meeting of the Association convened in accordance with **Rule 22**.

“special resolution” means a resolution passed:

- (a) of which at least 21 days notice has been given; and
- (b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

“Secretary” means the secretary for the time being of the association elected in accordance with **Rule 26**.

“Treasurer” means the treasurer for the time being of the association elected in accordance with **Rule 26**.

“triathlon” means the sport comprising the combination of the disciplines of swimming, cycling and running and includes the sports of duathlon, aquathlon and it’s related other multi-sports.

“Triathlon Queensland” means the clubs governing body in accordance to state triathlon rules.

“Vice president” means the vice president for the time being of the association elected in accordance with **Rule 26**.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- (h) expressions referring to “writing” shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

OBJECTS

3. OBJECTS

3.1 The Objects are to:

- (a) Be a Cloncurry based Triathlon Club that is recognised as such by Triathlon Qld, Triathlon Australia Ltd and the Queensland Government;
- (b) Unite interested individual members as one club.
- (c) Encourage, administer, promote, advance and manage triathlon in Cloncurry through competition and training events;
- (d) ensure that triathlon in Cloncurry is carried on in a manner, which secures and enhances the safety of participants, officials, spectators and the public and which allow the sports to be competitive and fair;
- (e) adopt, formulate, issue, interpret, implement and amend from time to time by-laws, rules and such other regulations as are necessary for the control and conduct of triathlon in Queensland;
- (f) encourage and develop members to have regard to the rules and regulations of the Association;
- (g) arrange for competitions and training events;
- (h) determine, arrange and publish an annual Cloncurry Cycling and Triathlon Club calendar of events;

- (i) ensure that all members are fully paid Triathlon Queensland members except those in trial periods under tri before you buy.
- (j) pursue through itself or other such entity commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the objects;
- (k) formulate or adopt and implement appropriate policies, including policies in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, infectious diseases and such other matters as arise from time to time as issues to be addressed in triathlon;
- (l) do all that is reasonably necessary to enable these objects to be achieved and to enable the members to receive the benefits which these objects are intended to achieve;
- (m) co-operate or join with or support any association, organisation, society, individual whose activities or purposes are similar to those of the Association or which advance triathlon in Queensland;
- (n) have regard to the public interest in its operations; and
- (o) undertake and or do all such things or activities as are necessary, incidental or conducive to the advancement of these objects.
- (p) uphold the club's values and constitution at all times.

4. RELATIONSHIPS WITH OTHER ORGANISATIONS

- 4.1 The association is recognised by Triathlon Queensland.
- 4.2 The association has, under its affiliation to Triathlon Queensland, agreed to be bound by the constitution of Triathlon Queensland.
- 4.3 The association will use its best endeavours to comply with and be bound by the standards and technical requirements set out in the Triathlon Queensland Competition Rules and will apply where possible those standards and technical requirements to all triathlon races held by the association that are sanctioned by the association.
- 4.4 The association is empowered, subject to consideration by its technical committee, to grant or withhold race sanctioning in respect of all triathlon races conducted that it holds.
- 4.6 The association will, to the best of its ability, uphold and enforce the policies and procedures as published from time to time by Triathlon Queensland.
- 4.7 The association will, to the best of its ability, uphold and enforce the doping policy of Triathlon Queensland. and will, to the best of its ability ensure that its members uphold the doping policy of Triathlon Queensland..
- 4.8 In respect of any triathlon race to be conducted in Cloncurry the Association will accept as valid any race licence issued by the ITU/Triathlon Queensland to any competing elite athlete.
- 4.9 The association is empowered to require the members to uphold and comply with all of the provisions of this constitution, to the extent permitted by the laws governing the members in the jurisdiction in which they reside, are formed or operate, as the case may be.

POWERS

5. GENERAL POWERS

- 5.1 Without limiting the powers of the association under **Rule 5**, it is expressly acknowledged that the association shall be empowered to adopt and publish, from time to time, such rules and procedures, as it may in its absolute discretion deem appropriate for the proper organisation and administration of triathlon in Queensland. Those rules, and procedures shall include, but not be limited to:
 - (a) the doping policy adopted by the Association; and

(b) any policies and procedures adopted by the Association.

6. APPLICATION OF PROPERTY AND INCOME

6.1 The income and property of the association must be applied solely towards the promotion of the objects.

6.2 No portion of the income or property of the association may be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.

6.3 No remuneration or other benefit in money or money's worth may be paid or given by the Association to any member who holds any office of the association.

6.4 Nothing contained in **Rules 6.2 or 6.3** prevents payment in good faith of or to any member:

(a) for any services actually rendered to the Association whether as an employee or otherwise;

(b) for goods supplied to the Association in the ordinary and usual course of business;

(c) of interest on money borrowed from any member;

(d) of rent for premises demised or let by any member to the association;

(e) for any out-of-pocket expenses incurred by the member on behalf of the association; provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

7. ADDITION ALTERATION OR AMENDMENT

(i) These rules may be amended, repealed or added to by a special resolution carried at a general meeting.

(ii) However an amendment, repeal or addition is valid only if it is registered by the Chief Executive.

8. LIABILITY OF MEMBERS

The liability of the members is limited.

9. MEMBERS' CONTRIBUTIONS

Every member undertakes to contribute to the assets of the Association in the event of it being wound up while a member, or within one year after ceasing to be a member for payment of the debts and liabilities of the association contracted before the time at which it ceases to be a member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding one dollar.

10. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the members but shall be paid to or distributed to an organisation or organisations having objects similar to the objects of the association and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the association by **Rule 6** and which is also not carried on for profit and which is similarly exempt (or entitled to be exempt) from income tax. Such organisation will be determined by the members at or before the time of

dissolution, and in default thereof by such judge of a court having jurisdiction in Queensland as may have or acquire jurisdiction in the matter.

11. ACCOUNTS AND FINANCE

General

True accounts shall be kept of the sums of money received and expended by the association and the manner in respect of which such receipt and expenditure takes place and of the property, assets and liabilities of the association. Once at least in every year the accounts of the association shall be examined by one or more properly.

11.1 Funds and accounts

- (a) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- (b) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (c) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (d) A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- (e) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following—
 - (i) the president;
 - (ii) the secretary;
 - (iii) the treasurer;
 - (iv) any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issued by the association.
- (f) However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- (g) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (h) A petty cash account may be, and the management committee must decide the amount of petty cash to be kept in the account.
- (i) All expenditure must be approved or ratified at a management committee meeting.

11.2 End of financial year matters

- (a) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (b) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

11.3 Registers

The committee will cause the following Association registers to be kept:

- (a) a register of members;
- (b) where debentures are issued, a register of debenture holders.

Having regard to privacy and confidentiality considerations, an extract of the register of members, excluding the address of any individual member or committee member shall be available for inspection and copying by members, upon reasonable request.

11.4 Accounting records

The committee will cause proper accounting and other records to be kept and will distribute copies of financial statements as required.

11.5 Financial year

The end date of the association's financial year is June 30 in each year.

ASSOCIATION MEMBERSHIP

12. MEMBERS

12.1 Classes of Members

Membership of the association is divided into the following categories:

- (a) Junior Individual members, who subject to this constitution may attend general meetings, but have no right to vote at general meetings or hold office;
- (b) Individual members who subject to this constitution may attend general meetings, and have the right to vote at general meetings,
- (c) Social membership – non competition or training member may attend general meetings, and have the right to vote at general meetings,
- (d) such other classes as are created from time to time under **Rule 12.2**.

12.2 The Conditions of Entry into Class–

(a) Individual Junior Members-

- (i) must be a member of Triathlon Queensland (unless participating in tri before buy scheme)
- (ii) must be under the age of 18.
- (iii) must abide by the association's constitution
- (iv) must compete in any relevant age group as stipulated by Triathlon Queensland.
- (vi) must abide by any additional rules outside this constitution set by Triathlon Queensland

(b) Individual Member -

- (i) must be a member of Triathlon Queensland (unless participating in tri before buy scheme)
- (ii) must be over the age of 18.
- (iii) must abide by the associations' constitution
- (iv) must compete in any relevant age group as stipulated by Triathlon Queensland.
- (vi) must abide by any additional rules outside this constitution set by Triathlon Queensland

(c) Social Member -

- (i) must be a member of Triathlon Queensland (unless participating in tri before buy scheme)
- (ii) must abide by the association's constitution

- (iii) must compete in any relevant age group as stipulated by Triathlon Queensland.
- (vi) must abide by any additional rules outside this constitution set by Triathlon Queensland

(d) Such classes not listed in section 12.3 are subject to conditions set by the committee but must also be members of Triathlon Queensland unless given an exemption by Triathlon Queensland.

12.3 The limitations of membership of a class –

- (a) Individual Junior Member –
 - (i) are ineligible to vote unless given approval by the committee
 - (ii) are ineligible to hold office unless given approval by the committee
 - (iii) may not participate in individual member classes (over 18 years) without committee approval.
 - (iv) are bound by this constitution
- (b) Individual Member-
 - (i) may not participate in Junior classes
 - (ii) are bound by this constitution.
- (c) Social Member-
 - (i) may not participate in competitions unless they purchase day insurance
 - (ii) may not participate in training unless they have provided proof of insurance details to the committee prior to attending training session.
 - (iii) are bound by this constitution.
 - (iii) subject to **12.4 c ii** will be designated a class based on the members age.
- (d) such classes not listed in section 12.3 are subject to conditions set by the committee.

12.4 Limited numbers in classes –

There are no limits to numbers on any class prescribed by this constitution. However the committee may choose to limit the numbers in classes in the future.

12.5 Admission and Rejection of New Members

Every persons who wishes to become a member shall apply in writing to the Committee. Once approved persons must register online at Triathlon Queensland and select Cloncurry Cycling and Triathlon Club as its Club. In selecting this club as your affiliated club for the season members are agreeing to this constitution as well as agreeing to pay any associated fees relating to membership.

In the event that a membership is rejected by the committee, the secretary must as soon as practicable after the committee has made its decision, give the applicant a written notice of the decision.

12.6 Membership Renewal

In order to remain members, individual members and recognised triathlon clubs must:

- (a) renew their membership with Triathlon Queensland annually.
- (b) remain registered financial members of Cloncurry Cycling and Triathlon Club; by renewing each season.

(c) must pay the annual fees prescribed by the Association from time to time.

13. SUBSCRIPTION AND FEES

13.1 The committee shall determine the annual subscription (if any) and fees payable by members (or any category of members) to the association, and the time for and manner of payment.

13.2 Any member which or who has not paid all money due and payable by that member to the Association will (subject to the committee's discretion, which shall be exercised reasonably) have all rights under this constitution (including the right to vote at general meetings) immediately suspended from the expiry of the time prescribed for payment of that money. The member's rights will be suspended until the money is -

Fully paid or otherwise in the committee's discretion. In the meantime, the member will have no automatic right to resign from the association, and will be dealt with in the committee's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that member as a member, or impose such other conditions or requirements as the committee considers appropriate.

14. EFFECT OF MEMBERSHIP

14.1 Members acknowledge and agree that:

(a) the constitution constitutes a contract between each of them and the association and that they are bound by the constitution;

(b) they must comply with and observe the constitution, and any policy, determination or resolution which may be made or passed by the Association or by the committee in accordance with the constitution;

(c) by submitting to the constitution they are subject to the jurisdiction of the Association;

(d) the constitution is made in the pursuit of a common object, namely the mutual and collective benefit of the Association, the members and triathlon;

(e) the constitution are necessary and reasonable for promoting the objects and particularly the advancement and protection of triathlon; and

(f) they are entitled to all benefits, advantages, privileges and services of Association membership.

15. DISCONTINUANCE OF MEMBERSHIP

15.1 Notice of Resignation

Subject to this constitution any Member which has paid all money due and payable to the Association and has no other liability (contingent or otherwise) to the Association may resign from the Association by giving 1 months' notice in writing to the Association of such intention to withdraw or resign. Upon the expiration of that period of notice.

15.2 Expiration of Notice Period

Subject to **Rule 15.3** upon the expiration of any notice period applicable under **Rule 15.1** an entry, recording the date on which the member who or which gave notice ceased to be a member shall be recorded in the register of members.

15.3 Delegate Position Lapses

The position of delegate of a recognised triathlon club recognised lapses immediately on cessation of membership of the recognised triathlon club.

15.4 Forfeiture of Rights

A member who or which ceases to be a member, for whatever reason, shall forfeit all right in and claim upon the Association and its property including intellectual property. Any Association documents, records or other property in the possession, custody or control of that member shall be returned to the Association immediately.

15.5 Suspension of Membership

The committee may, with a reasonable excuse give written notice to suspend a member that has allegedly breached the clubs constitution and prevent that member from attending training seasons and club organised events. *A reasonable excuse is a reason as per 16 (a) (b) or (c) of this constitution.*

15.6 Cancellation of Membership.

The committee may, with a reasonable give written notice to a member that has allegedly breached the clubs constitution of cancellation of his or her membership to the club and prevent that member from attending any future Club event. *A reasonable excuse is a reason as per 16 (a) (b) or (c) of this constitution.*

The member shall cease to be a member. A life member who has paid all money due and payable to the Association may resign by notice in writing with immediate effect.

15.5 Appeal against rejection or termination of membership

(a) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.

(b) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.

(c) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

15.6 General meeting to decide appeal

(a) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.

(b) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.

(c) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.

(d) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

(e) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the

person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

15.7 Reinstatement of Membership

Membership which has lapsed, been withdrawn, or terminated under this constitution may be reinstated at the discretion of the committee, which shall be exercised reasonably, on application in accordance with this constitution and otherwise on such conditions as it sees fit.

16. DISCIPLINE OF MEMBERS

Where the committee is advised or considers that a member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this constitution, the by-laws or any resolution or determination of the committee or any duly authorised committee made in accordance with the constitution or the by-laws; or
- (b) acted in a manner unbecoming of a member or prejudicial to the objects and interests of the association and/or triathlon; or
- (c) brought the association or triathlon into disrepute; the committee may commence or cause to be commenced disciplinary proceedings against that member, and that member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of the association.

MEETINGS OF MEMBERS

17. GENERAL MEETINGS

17.1 Powers of the General Meeting

The members in general meeting must act in accordance with the objects and for the, triathlon and the general community. The members in general meeting may in addition to its other powers and functions as follows:

- (a) elect and dismiss the president in accordance with this constitution;
- (b) elect and dismiss directors in accordance with this constitution;
- (c) alter the constitution in accordance with this constitution;
- (d) consider and if considered appropriate, endorse the strategic plan;
- (e) consider and accept or reject the annual report;
- (f) consider and pass or reject any special resolutions including any special resolution to alter this constitution;
- (g) be the final arbiter on matters referred to it by the committee.

17.2 An annual general meeting of the Association must be held in accordance with this constitution and on a date and at a venue to be determined by the committee.

17.3 All general meetings other than the annual general meeting shall be special general meetings and shall be held in accordance with this constitution.

17.4 The association may hold a general meeting at two or more venues using any technology that gives the delegates as a whole a reasonable opportunity to participate.

18. DELEGATES

18.1 Appointment of Delegates

Each recognised triathlon club must appoint 1 delegate for such term as is deemed appropriate by the recognised triathlon club. A delegate must:

- (a) be an individual member of the recognised triathlon club that appoints the delegate;
- (b) be appropriately empowered by the appointing recognised triathlon club to consider, make decisions and vote at general meetings on its behalf; and
- (c) not be a director.

18.2 Recognised Triathlon Club to Advise

Each recognised triathlon club shall, at least 48 hours prior to any general meeting, advise the Secretary of its appointed delegate.

19. NOTICE OF GENERAL MEETING

19.1 Grounds for calling a General meeting

The committee may call a general meeting on grounds it sees fit. A general meeting to discuss business may be called when five (5) or so club members request in writing to the secretary that a general meeting be called.

19.2 Notice of General Meetings

- (a) The secretary may call a general meeting of the association.
- (b) The secretary must give at least 7 days notice of the meeting to each member of the association.
- (c) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (d) The management committee may decide the way in which the notice must be given.
- (e) However, notice of the following meetings must be given in writing—
 - (a) a meeting called to hear and decide the appeal of a person against the management committee's decision—
 - (i) to reject the person's application for membership of the association; or
 - (ii) to terminate the person's membership of the association;
 - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (f) A notice of a general meeting must state the business to be conducted at the meeting.

19.3 Entitlement to Attend General Meeting

Notwithstanding any other rule, a member has no entitlement to be represented at, or take part in a general meeting, unless all money then due and payable to the association by the member has been paid.

20. BUSINESS

20.1 Business of General Meetings

- (a) The business to be transacted at the annual general meeting includes the consideration of accounts, reports of the committee (including in relation to the activities of the association during the last preceding financial year) and auditors, appointment of the auditor and the election of the directors and life members.
- (b) All business that is transacted at a general meeting, and also all that is transacted at the annual general meeting, with the exception of those matters set out in **Rule 20.1(a)** shall

be special business. “Special business” is business of which a notice of motion has been submitted in accordance with **Rule 21**.

20.2 Business Transacted

No business other than that stated on the notice shall be transacted at that meeting.

21. NOTICES OF MOTION

All notices of motion for inclusion as special business at a general meeting must be submitted in writing (in the required form) to the secretary not less than 28 days (excluding receiving date and meeting date) prior to the general Meeting.

22. SPECIAL GENERAL MEETINGS

22.1 Special General Meetings May be Held

- (a) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 7 days after—
 - (i) being directed to call the meeting by the management committee; or
 - (ii) being given a written request signed by—
 - (i) at least 3 members of the management committee when the request is signed; or
 - (ii) at least the number of ordinary members of the association equal to double the number of members of the association on the management committee when the request is signed plus 1; or
 - (iii) being given a written notice of an intention to appeal against the decision of the management committee—
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- (b) A request mentioned in subrule (1)(b) must state—
 - (i) why the special general meeting is being called; and
 - (ii) the business to be conducted at the meeting.
- (c) A special general meeting must be held within 3 months after the secretary—
 - (i) is directed to call the meeting by the management committee; or
 - (ii) is given the written request mentioned in subrule (1)(b); or
 - (iii) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- (d) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

23. PROCEEDINGS AT GENERAL MEETINGS

23.1 Quorum

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the committee at the close of the association's last general meeting plus 1.
- (2) However, if all members of the association are members of the management committee, the quorum is the total number of members less 1.

(3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

(4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.

(5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association—

(a) the meeting is to be adjourned for at least 7 days; and

(b) the management committee is to decide the day, time and place of the adjourned meeting.

(6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

(7) If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

(8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.

(9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

23.2 President to Preside

Subject to this constitution, the president must preside as chair at every general meeting of the Association. If the president is not present, or is unwilling or unable to preside, the vice president is to chair. If the Vice president is unable to preside, the committee must choose one of their number present who must, subject to this constitution, preside as chair for that meeting only.

23.3 Adjournment of Meeting

(a) If within half an hour from the time appointed for the general meeting a quorum is not present, the meeting must be adjourned to such other day and at such other time and place as the chair may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will lapse.

(b) The chair may, with the consent of any general meeting at which a quorum is present, and must, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business must be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(c) When a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

(d) Except as provided in **Rule 23.3(c)** it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

23.4 Voting Procedure

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the chair; or
- (b) by the majority of the delegates.

23.5 Recording of Determinations

Unless a poll is demanded under **Rule 23.4**, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association will be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

23.6 Where Poll Demanded

If a poll is duly demanded under **Rule 23.4** it must be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair directs and the result of the poll will be the resolution of the meeting at which the poll was demanded. Updated – November 2012

23.7 Resolutions at General Meetings

Except where a special resolution is required, all questions at general meetings must be determined by the majority of votes.

23.8 Minutes of general meetings

- (a) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- (b) To ensure the accuracy of the minutes—
 - (i) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (ii) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- (c) If asked by a member of the association, the secretary must, within 28 days after the request is made—
 - (i) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (ii) give the member copies of the minutes of the meeting.
- (d) The association may require the member to pay the reasonable costs of providing copies of the minutes.

24. VOTING AT GENERAL MEETINGS

Subject to this constitution each recognised triathlon club represented at a general meeting is entitled to 1 vote at general meetings. No other member (including the directors) is entitled to a deliberative vote, but subject to this constitution will have, and be entitled to exercise, those rights set out in **Rule 12.1**.

24.1 Casting Vote

In the case of an equality of votes, whether on a show of hands or on a poll, the chair will have a casting vote.

24.2 Disallowance of Vote

A challenge to a right to vote at a general meeting:

- (a) may only be made at the meeting; and
- (b) must be determined by the chair whose decision is final.

Every vote not so disallowed is valid for all purposes.

24.3 Proxy Voting

Proxy voting shall be permitted at general meetings in such manner as directed by the committee from time to time.

24.4 Written Resolutions

The Association may pass a resolution without a general meeting being held if all delegates sign a document containing a statement that they are in favour of the resolution set out in the document. The provisions of this rule do not apply to a resolution to remove the auditor.

24.5 Separate Documents

Separate copies of the document may be used for signing by delegates if the wording of the resolution statement is identical on each copy. The resolution is passed when the last delegate signs.

THE COMMITTEE

25. POWERS AND COMPOSITION OF THE COMMITTEE

25.1 Powers of the committee

Subject to this constitution the business of the association will be managed, and the powers of the association will be exercised, by the committee. In particular, the committee as the controlling authority of the Association will be responsible for acting on all issues in accordance with the objects and will operate for the collective and mutual benefit of the association and triathlon; and must:

- (a) govern Cloncurry Cycle and Triathlon Club in accordance with the objects;
- (b) enact the strategic direction of the association as endorsed by the general meeting;
- (c) by itself or by delegation to a committee, formulate, approve, issue, adopt, interpret and amend such by-laws, regulations and policies for the proper advancement, management administration of the company, the advancement of the objects and triathlon in Cloncurry as it thinks is necessary or desirable;
- (d) review the association's performance in achieving its pre-determined aims, objectives, by-laws and policies;
- (e) manage the association's international responsibilities.

25.2 Composition of the committee

Unless otherwise determined by the association in general meeting the committee will comprise not less than three (3) but no more than (13) committee members as follows:

- (a) The president who will be elected under **Rule 26**;
- (b) The vice president (If applicable) will be elected under **Rule 26**
- (c) The secretary who will be elected under **Rule 25.4/ 26**;
- (d) The treasurer who will be elected under **Rule 26**;
- (e) Ten (10) or nine (9) (depending on the vice president) other interested committee members who will be elected under **Rule 26**; and

The committee may determine the interests of Cloncurry Cycling and Triathlon Club are best served by the allocation of portfolios to committee members. The committee may vary the titles and portfolios of each of the committee members in accordance with the needs of Cloncurry Cycling and Triathlon Club from time to time.

25.3 Qualifications for Committee members

- (a) Nominees for interested director position on the committee must meet the qualifications as prescribed from time to time by the committee and set out in the by-laws.
- (b) The committee members may have specific skills in commerce, finance, marketing, law or business generally or such other skills, which complement the committee composition, but need not have experience in or exposure triathlon.
- (c) Nominees for any committee positions on the committee must declare any position they hold in a recognised triathlon club, including as an office bearer, committee member or a paid appointee. If the nominee is elected they must resign from any paid position in the recognised triathlon club.

25.4 Appointment or election of secretary

- (a) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
 - (i) a member of the association elected by the association as secretary; or
 - (ii) any of the following persons appointed by the management committee as secretary—
 - (i) a member of the associations management committee;
 - (ii) another member of the association;
 - (iii) another person.
- (b) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.
- (c) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- (g) In this rule— *casual vacancy*, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

25.5 Removal of secretary

- (a) The management committee of the association may at any time remove a person appointed by the committee as the secretary.

25.6 Functions of secretary

The secretary's functions include, but are not limited to—

- (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the association; and
- (d) maintaining the register of members of the association.

26. ELECTION OF INTERESTED COMMITTEE MEMBERS

- (a) The President must call for nominations for interested committee member positions (including President) at the annual general meeting.
- (b) Where members choose to nominate more than one nominee for either the position of president or one of the committee member positions, one nominee will be president and the other vice president. In the event of a vice being elected they will have all powers of the president but only at such times as directed by the president.
- (c) Nominations for Committee member positions must be:
 - (i) in writing;
 - (ii) on the prescribed form (if any) provided for that purpose;
- (i) certified by the nominee (who must be a member) expressing his or her willingness to accept the position for which he or she is nominated;
- (d) Nominations must be received by the Secretary at or before the annual general meeting.
- (e) If the number of nominations received for the Committee member positions is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all Committee member vacancies on the committee, then those nominated must only be elected if they are elected by the members by secret ballot in such usual and proper manner as the chair directs. If the nominees are not elected or if there are vacancies to be filled, further nominations shall be called for at the annual general meeting from the floor.
- (f) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be taken in such usual and proper manner as the chair directs.
- (g) The voting shall be conducted by exhaustive ballot, the procedure for which will be detailed in by-laws.

26.1 Committee members shall be an uneven number.

27. TERMS OF OFFICE

27.1 All Committee members other than those appointed under **Rule 26** shall hold office for a 1 year term.

27.2 All Committee members shall, upon the expiration of their respective terms of office, be eligible for re-election or re-appointment (as the case may be).

27.3 Should any adjustment to the term of Committee members elected under this constitution be necessary to ensure rotational terms in accordance with this constitution, this shall be determined by the committee. If the committee can not determine as between Committee members who have been in office for the same period, those to retire are to be selected by lot. Elections to subsequent Committees shall then proceed in accordance with the procedures in this constitution.

27.4 Subject to this constitution the Committee members are not entitled to be paid remuneration. The Committee members may be paid travelling and other expenses within reason that they properly incur.

- (a) in attending committee meetings or any meetings of committees;
- (b) in attending any general meetings; or
- (c) in connection with the Association's business.

28. VACATION OF OFFICE OF COMMITTEE MEMBER

28.1 Resignation, removal or vacation of committee member

- (a) A member of the committee may resign from the committee by giving written notice of resignation to the secretary.
- (b) The resignation takes effect at—
 - (i) the time the notice is received by the secretary; or
 - (ii) if a later time is stated in the notice—the later time.
- (c) A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (d) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (e) A member has no right of appeal against the members removal from office under this rule.

28.2 Grounds for termination of a Committee member

The office of a Committee member is automatically vacated if the Committee member:

- (a) becomes bankrupt; or
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (c) resigns office by written notice to the Association at its registered office; or
- (d) becomes prohibited from being a director; or
- (e) accepts remuneration, payment or other benefits, other than prize money from the Association other than in accordance with this constitution; or
- (f) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of the interest in the manner required by this constitution; or
- (g) is removed from office under **Rule 29.1 (C)** ; or
- (h) dies.

29. CASUAL VACANCIES

29.1 In the event of the death, removal, resignation or disqualification from office of a director, the committee may appoint a new Committee member to fill the casual vacancy. Such new Committee member will hold office for the balance of the term of the Committee member who has vacated the Committee.

29.2 In the event of the death, removal, resignation, or disqualification from office of the president of the committee

- (a) The Vice President shall fill the vacancy for the balance of term of the President, if there is no Vice President then the Committee shall -

(b) will appoint a new president from within its number to fill the casual vacancy and such person will hold office for the balance of the term of the president; and

(c) may appoint a new director to fill the office previously held by the new president. The new director will hold office for the balance of the term of the director appointed as president.

29.3 In the event of a vacancy or vacancies in the Committee, the remaining Committee members may act but, if the number of remaining Committee members is not sufficient to constitute a quorum at a Committee meeting, they may act only for the purpose of ensuring the number of Committee members is a number sufficient to constitute a quorum or of calling a general meeting of the Association.

30. MEETINGS OF THE COMMITTEE

30.1 Committee to Meet

The Committee shall meet as often as is deemed necessary in every calendar year for the dispatch of business and may adjourn and, subject to this constitution otherwise regulate, its meetings as it thinks fit. The president or vice president shall, on the requisition of two (2) Committee members, convene a meeting of the Committee within a reasonable time.

A meeting to discuss issues relating directly to the last meeting when a committee member may need clarification may be in the form of the Facebook chat. Facebook chat can occur as often as any committee member deems necessary to discuss business or give notice to all committee members relating to business.

General club members are permitted to attend committee meetings however they have no voting capacity nor are they permitted to influence the proceeds of the meeting or influence outcomes. General club members must give notice to the secretary of their intended attendance.

The committee may at any time invite members of the club or general public as a guest to meetings. Guests are not permitted to vote but are permitted to provide advice or opinions on relevant matters.

30.2 Notice of Committee Meetings

Unless all committee members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than seven (7) days oral or written notice of the meeting of the committee shall be given to each Committee by the Secretary, President or Vice President. The agenda shall be forwarded to each Committee member not less than (1) day prior to such meeting at their request.

Committee members and or general club members that wish to have business matters discussed at committee meetings must advise the secretary in writing no less than 24 hours prior to a meeting being held.

30.3 Chair of Committee Meeting

The president shall preside at every meeting of the committee. If the president is not present, or is unwilling or unable to preside, the vice president shall preside as chair for that meeting only.

30.4 Decisions of Committee

Subject to this constitution, questions arising at any meeting of the committee shall be decided by a majority of votes and all questions so decided shall for all purposes be

deemed a determination of the committee. All committee members shall have one (1) vote on any question. The chair shall also have a casting vote where voting is equal.

30.5 Resolution not in Meeting

(a) A resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex, electronic mail or other form of visible or other electronic communication by all the Committee members shall be as valid and effectual as if it had been passed at a meeting of committee members duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the committee members.

(b) Without limiting the power of the committee to regulate their meetings as they think fit, a meeting of the committee may be held where one (1) or more of the committee members is not physically present at the meeting, provided that:

(i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of communication;

(ii) notice of the meeting is given to all the directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the committee and such notice specifies that committee members are not required to be present in person;

(iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of committee members which constitutes a quorum, and none of such directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated;

(iv) any meeting held where one (1) or more of the committee is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a director is there present and if no director is there present the meeting shall be deemed to be held at the place where the chair is located.

30.6 Quorum

At meetings of the committee, the number of committee members whose presence (or participation under **Rule 31.5**) is required to constitute a quorum is the majority of the committee members but, where casual vacancies exist, shall be a minimum of four (4) Committee members, two of which must be executive members.

30.7 Validity of Committee Decisions

A procedural defect in decisions taken by the committee shall not result in such decision being invalidated.

30.8 Minutes

(a) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.

(b) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

(c) If asked by a member of the association, the secretary must, within 28 days after the request is made—

(a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and

(b) give the member copies of the minutes of the meeting.

(d) The association may require the member to pay the reasonable costs of providing copies of the minutes.

31. CONFLICTS OF INTEREST

31.1 Committee members Interests

A Committee member is disqualified by holding any place of profit or position of employment in the Association, any recognised triathlon club or in any Association or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the committee. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Committee member is in any way interested shall, to the extent permitted by law, be voided for such reason.

31.2 Conflict of Interest

A Committee member shall declare his interest in any:

(a) contractual matter;

(b) selection matter;

(c) disciplinary matter; or

(d) other financial matter;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the committee, absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Committee member votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the committee, or if this is not possible, the matter shall be adjourned or deferred.

31.3 Disclosure of Interests

The nature of the interest of such Committee members must be declared by the Committee member at the meeting of the committee at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the committee after the acquisition of the interest. If a committee member becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the committee held after the committee members becomes so interested.

31.4 General Disclosure

A general notice that a committee member is a member of any specified firm or Association and is to be regarded as interested in all transactions with that firm or Association is sufficient declaration under **Rule 32.3** as regards such committee member

and the said transactions. After such general notice it is not necessary for such director to give a special notice relating to any particular transaction with that firm or Association.

31.5 Recording Disclosures

It is the duty of the Secretary to record in the minutes any declaration made or any general notice given by a director in accordance with **Rule 32.3 and 32.4**.

DELEGATED BODIES

32. COMMITTEES & DELEGATES

32.1 Committee may Delegate Functions to Committees

The Committee may by instrument in writing create or establish or appoint from amongst its own members, the members, or otherwise, committees to carry out such duties and functions, and with such powers, as the Committee determines.

32.2 Delegation by Instrument

The Committee may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) This power of delegation; and
- (b) A function imposed on the committee or any other law or this constitution.

32.3 Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under this rule, may whilst the delegation remains unrevoked be exercised from time to time in accordance with the terms of the delegation.

32.4 Procedure of Committee

(a) The procedures for any committee established shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the committee under **Rule 31**. The quorum shall be determined by the committee, but shall be no less than the majority of the total number of committee members.

(b) Within seven (7) days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Secretary.

32.5 Delegation may be Conditional

A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

32.6 Revocation of Delegation

The Committee may by instrument in writing, revoke wholly or in part any delegation made under this rule, and may amend, repeal or veto any decision made by such committee under this rule where such decision is contrary to this constitution, the by-laws, the act, the objects or the committee's delegation.

MISCELLANEOUS

33. COMMITTEE MEMBERS INTERESTS

A committee member may NOT sign a document to which the seal of the Association is fixed where the committee member is interested in the contract or arrangement to which the document relates.

34 REGISTERS

34.1 Register of members

- (a) The management committee must keep a register of members of the association.
- (b) The register must include the following particulars for each member—
 - (i) the full name of the member;
 - (ii) the postal or residential address of the member;
 - (iii) the date of admission as a member;
 - (iv) the date of death or time of resignation of the member;
 - (v) details about the termination or reinstatement of membership;
 - (vi) any other particulars the management committee or the members at a general meeting decide.
- (c) The register must be open for inspection by members of the association at all reasonable times.
- (d) A member must contact the secretary to arrange an inspection of the register.
- (e) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

34.2 Prohibition on use of information on register of members

- (a) A member of the association must not—
 - (i) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (ii) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- (b) Sub rule a (i) does not apply if the use or disclosure of the information is approved by the association.

35. GIVING OF NOTICES

35.1 The association may give notice to any committee member or member:-

- (a) orally, personally; or
- (b) by sending it by post to the address of the director as notified to the committee or the address for the member in the register of members or the alternative address (if any) nominated by the Committee member or member; or

(c) by sending it to the facsimile number or electronic address (if any) nominated by the Committee member or the member.

35.2 Any notice sent by post is taken to have been given three days after it is posted. Any notice sent by facsimile or other electronic means is taken to be given on the business day after it is sent.

36. MISCELLANEOUS

36.1 COMMON SEAL

The company may have a common seal. If it does then:

- (a) the common seal must comply with the Act;
- (b) the committee/treasurer will provide for the safe custody of the common seal; and
- (c) the seal may only be used with the authority of the board.

36.1 EXECUTION UNDER COMMON SEAL

If the company does have a common seal then it may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:

- (a) two (2) committee members of the company; or
- (b) a committee member and the president or vice president

36.2 EXECUTION WITHOUT COMMON SEAL

The Company may execute a document without using a common seal if the document is signed by:

- (a) two (2) committee members of the company; or
- (b) a committee member and the president or vice president

37. ENTITLEMENT TO NOTICES

37.1 Notice of every general meeting will be given in any manner authorised by this constitution to:

- (a) the recognised individuals;
- (b) the committee
- (c) other interested parties as deemed by the committee

37.2 No other person is entitled to receive notices of general meetings. Notice to individual members shall be deemed given by notice being given in accordance with this constitution.

38. INDEMNITY

38.1 To the extent permitted by law, the association shall indemnify its committee out of the assets of the Association for any liability (including legal costs) incurred by the committee or a member.

(a) in or arising out of the conduct of the business of the association, or in or arising out of the discharge of the duties of a committee member as the case may be; and

(b) to a person, other than the association or a related body corporate of the association, unless the liability arises out of conduct on the part of the director or employee which involves a lack of good faith, or a liability for a pecuniary penalty or compensation order under s1317G or s 1317H of the Act.

38.2 Where the committee considers it appropriate, and to the extent to which the Association is not precluded by law from doing so, the Association may make payments of amounts by way of premium in respect of any contract effecting insurance on behalf of, or in respect of a Committee member or employee of the Association against any liability incurred by the Committee member or employee in or arising out of the conduct of the business of the Association, or in or arising out of the discharge of the duties or employment of the Committee member or employee, as the case may be.

39. TRANSITIONAL PROVISIONS

39.1 Interim Committee –

An interim committee until January 2015 has been formed in accordance with this constitution. Committee members are bound by constitution until then. An AGM will be held no later than January 30th 2015 where by an official committee will be voted in.