



**CONSTITUTION
OF**

TRIATHLON VICTORIA INCORPORATED

1 October 2018

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PART 1 – PRELIMINARY

1. NAME

- 1.1 The name of the incorporated association is "**Triathlon Victoria Incorporated**".
- 1.2 Under Section 23 of the Act the name of the Association and its registration number must appear on all its business documents and records.

2. PURPOSES

- 2.1 The purposes of the Association are:
- 2.1.1 More people participating in triathlon more often; and
- 2.1.2 To become and remain affiliates with Triathlon Australia or such other peak body recognised by the ITU for the governance of triathlon in Australia; and
- 2.1.3 to oversee, manage and control triathlon in Victoria.

3. FINANCIAL YEAR

The financial year of the Association is from 1 July to 30 June.

4. DEFINITIONS

- 4.1 In these Rules—
- 4.1.1 **absolute majority**, of the Board, means a majority of the Board members currently holding office and entitled to vote at the time (as distinct from a majority of Board members present at a Board meeting);
- 4.1.2 **associate member** means a member referred to in rule 14.1;
- 4.1.3 **Association** means the Association named in Clause 1.1;
- 4.1.4 **Aquathlon** means the sport combining swimming and running;
- 4.1.5 **Board** means the Board having management of the business of the Association;
- 4.1.6 **board meeting** means a meeting of the Board held in accordance with these Rules;

- 4.1.7 **Board Member** means a member of the Board elected or appointed under Division 3 of Part 5;
- 4.1.8 **business day** means a day that is not a Saturday, Sunday or public holiday at the address of the principal office of the Association;
- 4.1.9 **Chairperson**, of a general meeting or Board meeting, means the person chairing the meeting as required under rule 46;
- 4.1.10 **Club** means a body, whether incorporated or unincorporated and whether for profit or not for profit, established to promote triathlon in Victoria;
- 4.1.11 **Club Member** means a member that is a Club;
- 4.1.12 **Executive Officer** and **EO** means the Executive Officer of the Association appointed under Clause 78, and includes an acting Executive Officer;
- 4.1.13 **disciplinary appeal meeting** means a meeting of the members of the Association convened under rule 23.3;
- 4.1.14 **disciplinary meeting** means a meeting of the Board convened for the purposes of rule 22;
- 4.1.15 **disciplinary subcommittee** means the subcommittee appointed under rule 20;
- 4.1.16 **duathlon** means the sport combining cycling and running;
- 4.1.17 **financial year** means the 12-month period specified in rule 3;
- 4.1.18 **general meeting** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;
- 4.1.19 **Independent Board Member** means a Board member appointed under Rule 44.2;
- 4.1.20 **Individual member** means a member who is a natural person
- 4.1.21 **ITU** means the International Triathlon Union, the world governing body for Triathlon;

- 4.1.22 **member** means a member of the Association
- 4.1.23 **member entitled to vote** means a member who under rule 13.2 is entitled to vote at a general meeting;'
- 4.1.24 **Regulations** means any regulations, By-laws, rules or like instruments adopted by the Board pursuant to Rule 79;
- 4.1.25 **special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;
- 4.1.26 **the Act** means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;
- 4.1.27 **the Registrar** means the Registrar of Incorporated Associations;
- 4.1.28 **triathlon** means the sport combining the disciplines of swimming, cycling and running and includes the sports of aquathlon and duathlon and related multi-sport events;
- 4.1.29 **Triathlon Australia** means Triathlon Australia Limited (ACN 007 356 907) or such other incorporated body established as the peak body for Triathlon in Australia and recognised as such by the ITU.

PART 2—POWERS OF ASSOCIATION

5. POWERS OF ASSOCIATION

- 5.1 Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- 5.2 Without limiting Rule 5.1, the Association may—
- 5.2.1 acquire, hold and dispose of real or personal property;
 - 5.2.2 open and operate accounts with financial institutions;
 - 5.2.3 invest its money in any security in which trust monies may lawfully be invested;
 - 5.2.4 raise and borrow money on any terms and in any manner as it thinks fit;
 - 5.2.5 secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - 5.2.6 appoint agents to transact business on its behalf;
 - 5.2.7 enter into any other contract it considers necessary or desirable;
 - 5.2.8 adopt such regulations, rules, By-laws as it deems appropriate for the proper organisation and administration of Triathlon in Victoria
- 5.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. NOT FOR PROFIT ORGANISATION

- 6.1 The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- 6.2 Sub rule 6.1 does not prevent the Association from paying a member—
- 6.2.1 reimbursement for expenses properly incurred by the member; or

6.2.2 for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

Notes: Section 33 of the Act provides that an incorporated Association must not secure pecuniary profit for its members.

Section 4 of the Act sets out in more detail the circumstances under which an incorporated Association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES
DIVISION 1—MEMBERSHIP

7. MINIMUM NUMBER OF MEMBERS

The Association must have at least 5 members.

8. WHO IS ELIGIBLE TO BE A MEMBER

- 8.1 Any person who or club which supports the purposes of the Association is eligible for membership.
- 8.2 The Association has the following categories of membership
- 8.2.1 club membership;
 - 8.2.2 associate membership;
 - 8.2.3 life membership; and
 - 8.2.4 any other category of membership determined by the Board by regulation (which may include non-voting members).

9. APPLICATION FOR MEMBERSHIP

- 9.1 To apply to become a member of the Association, a person or club must submit an application to the Association stating that the person or the club:
- 9.1.1 wishes to become a member of the Association; and
 - 9.1.2 supports the purposes of the Association; and
 - 9.1.3 agrees to comply with these Rules; and
 - 9.1.4 in the case of an individual, agrees to become a member of Triathlon Australia; and
 - 9.1.5 in the case of a club, has not less than 10 members and agrees to have its members become members of Triathlon Australia; and
 - 9.1.6 agrees to comply with any regulations adopted by the Board of the Association regarding individual membership or club membership.

9.2 The application for membership:

9.2.1 must be signed by the applicant (digital signature accepted); and

9.2.2 may be accompanied by the joining fee.

Note The joining fee is the fee (if any) determined by the Association under rule 12.3.

10. CONSIDERATION OF APPLICATION

10.1 As soon as practicable after an application for membership is received, the Association must accept or reject the application.

10.2 The Association must notify the applicant in writing of its decision as soon as practicable after the decision is made.

10.3 If the Association rejects the application, it must return any money accompanying the application to the applicant.

10.4 No reason need be given for the rejection of an application.

10.5 The Association may delegate to the ED the authority to approve or reject an application for membership.

11. NEW MEMBERSHIP

11.1 If an application for membership is approved by the Association, the Association must, as soon as practicable, ensure the name and address of the new member, and the date of becoming a member, is in the register of members.

11.2 A person or a club becomes a member of the Association and, subject to rule 13.2, is entitled to exercise his or her or its rights of membership from the date, whichever is the later, on which—

11.2.1 the Association approves the person's membership; or

11.2.2 the Association approves the club's membership; or

11.2.3 the person or the club pays the joining fee.

12. ANNUAL SUBSCRIPTION AND FEE ON JOINING

- 12.1 At each annual general meeting, the Association must determine—
- 12.1.1 the amount of the annual subscription (if any) for the following financial year; and the date for payment of the annual subscription, or
 - 12.1.2 defer the setting of fees to Triathlon Australia.
- 12.2 The Association (or Triathlon Australia) may determine that different rates of subscription are payable by:
- 12.2.1 club members;
 - 12.2.2 associate members; and
 - 12.2.3 any other category of member determined by the Board by regulation.
- 12.3 Life members are not required to pay a subscription to Triathlon Victoria or Triathlon Australia.
- 12.4 The Association (or Triathlon Australia) may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
- 12.4.1 the full annual subscription; or
 - 12.4.2 a pro rata annual subscription based on the remaining part of the financial year; or
 - 12.4.3 a fixed amount determined from time to time by the Association.
- 12.5 The rights of a member (including the right to vote) who has not or which has not paid the annual subscription by the due date are suspended until the subscription is paid.

13. GENERAL RIGHTS OF MEMBERS

- 13.1 A member of the Association has the right—
- 13.1.1 to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - 13.1.2 to submit items of business for consideration at a general meeting; and

13.1.3 to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and

13.1.4 to inspect the register of Club members;

13.1.5 to attend and be heard at general meetings;

- but only a Club member may vote at a general meeting.

13.2 A Club member is entitled to vote if—

13.2.1 the member is a Club member; and

13.2.2 more than 10 business days have passed since the club became a member of the Association; and

13.2.3 the Club's membership rights are not suspended for any reason.

14. ASSOCIATE MEMBERS AND LIFE MEMBERS

14.1 Associate members of the Association include—

14.1.1 any individual members;

14.1.2 any members under the age of 18 years; and

14.1.3 any other category of member as determined by special resolution at a general meeting.

14.2 Associate members and life members are not entitled to vote but may have other rights as determined by the Board or by resolution at a general meeting.

14.3 The Board may by resolution, passed with at least five (5) votes in favour, recommend life membership to any individual who has made an outstanding contribution to the Association. The individual becomes a life member of the Association from the time a resolution is passed at a general meeting of the Association.

15. RIGHTS NOT TRANSFERABLE

The rights of a member are not transferable and end when membership ceases.

16. CEASING MEMBERSHIP

- 16.1 The membership of a person ceases on resignation, expulsion or death.
- 16.2 The membership of a club ceases on resignation, the winding up of the club or if an external administrator is appointed to the club.
- 16.3 If a person or a club ceases to be a member of the Association, the Association must, as soon as practicable, enter the date the person or the club ceased to be a member in the register of members.

17. RESIGNING AS A MEMBER

- 17.1 A member may resign by notice in writing given to the Association.

Note: Rule 74(3) sets out how notice may be given to the Association. It includes by post or by handing the notice to a member of the Board.

- 17.2 A member is taken to have resigned if—

17.2.1 the member's annual subscription is unpaid; or

17.2.2 where no annual subscription is payable—

17.2.2.1 the Association has made a written request to the member to confirm that he or she or it wishes to remain a member; and

17.2.2.2 the member has not, within 3 months after receiving that request, confirmed in writing that he or she or it wishes to remain a member.

18. REGISTER OF MEMBERS

- 18.1 The Association must keep and maintain a register of members that includes—

18.1.1 for each current member—

18.1.1.1 the member's name;

18.1.1.2 the address for notice last given by the member;

18.1.1.3 the date of becoming a member;

18.1.1.4 if the member is an associate member, a note to that effect;

18.1.1.5 if the member is a club, a note to that effect;

18.1.1.6 any other information determined by the Board; and

18.1.2 for each former member, the date of ceasing to be a member.

18.2 Any member may, at a reasonable time and free of charge, inspect the register of members.

Note: Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

DIVISION 2—DISCIPLINARY ACTION

19. GROUNDS FOR TAKING DISCIPLINARY ACTION

- 19.1 The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—
- 19.1.1 has failed to comply with these Rules; or
 - 19.1.2 refuses to support the purposes of the Association; or
 - 19.1.3 has engaged in conduct prejudicial to the Association, or
 - 19.1.4 Is in breach of any of the policies of Triathlon Victoria and/or Triathlon Australia.

20. DISCIPLINARY SUBCOMMITTEE

- 20.1 If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- 20.2 The members of the disciplinary subcommittee—
- 20.2.1 may be Board members, members of the Association or anyone else; but
 - 20.2.2 must not be biased against, or in favour of, the member concerned.

21. NOTICE TO MEMBER

- 21.1 Before disciplinary action is taken against a member, the Association must give written notice to the member—
- 21.1.1 stating that the Association proposes to take disciplinary action against the member; and
 - 21.1.2 stating the grounds for the proposed disciplinary action; and
 - 21.1.3 specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the ***disciplinary meeting***); and
 - 21.1.4 advising the member that he or she may do one or both of the following—

- 21.1.4.1 attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
- 21.1.4.2 give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- 21.1.5 setting out the member's appeal rights under rule 23.
- 21.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22. DECISION OF SUBCOMMITTEE

- 22.1 At the disciplinary meeting, the disciplinary subcommittee must—
 - 22.1.1 give the member an opportunity to be heard; and
 - 22.1.2 consider any written statement submitted by the member.
- 22.2 After complying with sub rule 23.1, the disciplinary subcommittee may—
 - 22.2.1 take no further action against the member; or
 - 22.2.2 subject to sub rule 23.3 -
 - 22.2.2.1 reprimand the member; or
 - 22.2.2.2 suspend the membership rights of the member for a specified period; or
 - 22.2.2.3 expel the member from the Association.
- 22.3 The disciplinary subcommittee may not fine the member.
- 22.4 The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

23. APPEAL RIGHTS

- 23.1 A person or club whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she or it wishes to appeal against the suspension or expulsion.
- 23.2 The notice must be in writing and given—
 - 23.2.1 to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or

- 23.2.2 to the Association not later than 48 hours after the vote.
- 23.3 If a person has given notice under rule 23.2, a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- 23.4 Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
- 23.4.1 specify the date, time and place of the meeting; and
- 23.4.2 state—
- 23.4.2.1 the name of the person or club against whom the disciplinary action has been taken; and
- 23.4.2.2 the grounds for taking that action; and
- 23.4.2.3 that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24. CONDUCT OF DISCIPLINARY APPEAL MEETING

- 24.1 At a disciplinary appeal meeting—
- 24.1.1 no business other than the question of the appeal may be conducted; and
- 24.1.2 the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
- 24.1.3 the person or club whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 24.2 After complying with rule 25.1, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 24.3 A member may not vote by proxy at the meeting.
- 24.4 The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

DIVISION 3—GRIEVANCE PROCEDURE

25. APPLICATION

- 25.1 The grievance procedure set out here and /or in the Triathlon Australia Member Protection Policy applies to disputes under these Rules between—
- 25.1.1 a member and another member;
 - 25.1.2 a member and the Board;
 - 25.1.3 a member and the Association.
- 25.2 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26. PARTIES MUST ATTEMPT TO RESOLVE THE DISPUTE

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27. APPOINTMENT OF MEDIATOR

- 27.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
- 27.1.1 notify the Board of the dispute; and
 - 27.1.2 agree to or request the appointment of a mediator; and
 - 27.1.3 attempt in good faith to settle the dispute by mediation.
- 27.2 The mediator must be—
- 27.2.1 a person chosen by agreement between the parties; or
 - 27.2.2 in the absence of agreement—
 - 27.2.2.1 if the dispute is between a member and another member—a person appointed by the Board; or
 - 27.2.2.2 if the dispute is between a member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 27.3 A mediator appointed by the Board may be a member or former member of the Association but in any case, must not be a person who—
- 27.3.1 has a personal interest in the dispute; or

27.3.2 is biased in favour of or against any party.

28. MEDIATION PROCESS

28.1 The mediator to the dispute, in conducting the mediation, must—

28.1.1 give each party every opportunity to be heard; and

28.1.2 allow due consideration by all parties of any written statement submitted by any party; and

28.1.3 ensure that natural justice is accorded to the parties throughout the mediation process.

28.2 The mediator must not determine the dispute.

29. FAILURE TO RESOLVE DISPUTE BY MEDIATION

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

30. ANNUAL GENERAL MEETINGS

- 30.1 The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- 30.2 Despite 30.1, the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- 30.3 The Board may determine the date, time and place of the annual general meeting.
- 30.4 The ordinary business of the annual general meeting is as follows—
- 30.4.1 to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - 30.4.2 to receive and consider—
 - 30.4.2.1 the annual report of the Board on the activities of the Association during the preceding financial year; and
 - 30.4.2.2 the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
 - 30.4.3 to elect the members of the Board;
 - 30.4.4 to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- 30.5 The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31. SPECIAL GENERAL MEETINGS

- 31.1 Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 31.2 The Board may convene a special general meeting whenever it thinks fit.
- 31.3 No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note: General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

32. SPECIAL GENERAL MEETING HELD AT REQUEST OF MEMBERS

- 32.1 The Board must convene a special general meeting if a request to do so is made in accordance with sub rule (2) by at least 20% of the total number of members entitled to vote.
- 32.2 A request for a special general meeting must—
- 32.2.1 be in writing; and
 - 32.2.2 state the business to be considered at the meeting and any resolutions to be proposed; and
 - 32.2.3 include the names and signatures of the members requesting the meeting; and
 - 32.2.4 be given to the Secretary.
- 32.3 If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- 32.4 A special general meeting convened by members under Clause 33.3—
- 32.4.1 must be held within 3 months after the date on which the original request was made; and
 - 32.4.2 may only consider the business stated in that request.
- 32.5 The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under Clause 33.3

33. NOTICE OF GENERAL MEETINGS

- 33.1 The Secretary (or, in the case of a special general meeting convened under rule 33.3, the members convening the meeting) must give to each member of the Association—
- 33.1.1 at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - 33.1.2 at least 14 days' notice of a general meeting in any other case.
- 33.2 The notice must—
- 33.2.1 specify the date, time and place of the meeting; and
 - 33.2.2 indicate the general nature of each item of business to be considered at the meeting; and

33.2.3 if a special resolution is to be proposed—

33.2.3.1 state in full the proposed resolution; and

33.2.3.2 state the intention to propose the resolution as a special resolution; and

33.2.4 comply with rule 35.5.

33.3 This rule does not apply to a disciplinary appeal meeting.

Note: Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

34. PROXIES

34.1 A member may appoint another member as his or her or its proxy to vote and speak on his or her or its behalf at a general meeting other than at a disciplinary appeal meeting.

34.2 The appointment of a proxy must be in writing and signed by the member making the appointment.

34.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her or its behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

34.4 If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.

34.5 Notice of a general meeting given to a member under rule 34 must—

34.5.1 state that the member may appoint another member as a proxy for the meeting; and

34.5.2 include a copy of any form that the Board has approved for the appointment of a proxy.

34.6 A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

34.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

35. USE OF TECHNOLOGY

- 35.1 A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

For the purposes of this Part, a member participating in a general meeting as permitted under 35.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36. QUORUM AT GENERAL MEETINGS

- 36.1 No business may be conducted at a general meeting unless a quorum of members is present.
- 36.2 The quorum for a general meeting is the presence (physically, by proxy or as allowed under Clause 34) of 20% of the members entitled to vote.
- 36.3 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—

36.3.1 in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;

Note: If a meeting convened by, or at the request of, members is dissolved under this clause, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

36.3.2 in any other case—

36.3.2.1 the meeting must be adjourned to a date not more than 21 days after the adjournment; and

36.3.2.2 notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

- 36.4 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub rule 37.3.2, the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

37. ADJOURNMENT OF GENERAL MEETING

- 37.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 37.2 Without limiting sub rule 37.1, a meeting may be adjourned—
- 37.2.1 if there is insufficient time to deal with the business at hand; or
- 37.2.2 to give the members more time to consider an item of business.
- Example:** The members may wish to have more time to examine the financial statements submitted by the Board at an annual general meeting.
- 37.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 37.4 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38. VOTING AT GENERAL MEETING

- 38.1 On any question arising at a general meeting—
- 38.1.1 subject to sub rule 39.3, each Club member who is entitled to vote has one vote; and
- 38.1.2 club members may vote personally through an authorised representative or by proxy; and
- 38.1.3 associate members are not entitled to vote; and
- 38.1.4 except in the case of a special resolution, the question must be decided on a majority of votes.
- 38.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 38.3 If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- 38.4 This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39. SPECIAL RESOLUTIONS

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note: In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a Board member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

40. DETERMINING WHETHER RESOLUTION CARRIED

40.1 Subject to 41.2, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—

40.1.1 carried; or

40.1.2 carried unanimously; or

40.1.3 carried by a particular majority; or

40.1.4 lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

40.2 If a poll (where votes are cast in writing) is demanded by three or more members on any question—

40.2.1 the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and

40.2.2 the Chairperson must declare the result of the resolution on the basis of the poll.

40.3 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

40.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41. MINUTES OF GENERAL MEETING

- 41.1 The Board must ensure that minutes are taken and kept of each general meeting.
- 41.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 41.3 In addition, the minutes of each annual general meeting must include—
 - 41.3.1 the names of the members attending the meeting; and
 - 41.3.2 proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - 41.3.3 the financial statements submitted to the members); and
 - 41.3.4 the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - 41.3.5 any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—BOARD
DIVISION 1—POWERS OF BOARD

42. ROLE AND POWERS

- 42.1 The business of the Association must be managed by or under the direction of a Board.
- 42.2 The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- 42.3 The Board may—
- 42.3.1 appoint and remove staff;
 - 42.3.2 establish subcommittees consisting of members with terms of reference it considers appropriate; and
 - 42.3.3 make rules, regulations, By-laws and procedures for the conduct of Triathlon in Victoria and for incidental purposes.

43. DELEGATION

- 43.1 The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than—
- 43.1.1 this power of delegation; or
 - 43.1.2 a duty imposed on the Board by the Act or any other law.
- 43.2 The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 43.3 The Board may, in writing, revoke a delegation wholly or in part.

DIVISION 2—COMPOSITION OF THE BOARD AND DUTIES OF MEMBERS

44. COMPOSITION OF THE BOARD

- 44.1 The Board consists of—
- (a) seven (7) ordinary members (if any) elected under Rule 53; and
 - (b) up to two (2) Independent Board Members who may be appointed in accordance with Rule 44.2

- 44.2 The Board may appoint up to two (2) Independent Board Members from time to time.
- 44.3 An Independent Board Member need not be a member of the Association but should have skills in commerce, finance, marketing, law or business generally or such other skills as will complement the Board.
- 44.4 At the first meeting of the board post-AGM the board will appoint persons to the positions of President and Treasurer in line with Section 52. Election of President and Treasurer.

45. GENERAL DUTIES

- 45.1 As soon as practicable after being elected or appointed to the Board, each board member must become familiar with these Rules and the Act.
- 45.2 The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- 45.3 Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- 45.4 Board members must exercise their powers and discharge their duties—
- 45.4.1 in good faith in the best interests of the Association; and
- 45.4.2 for a proper purpose.
- 45.5 Board members and former board members must not make improper use of—
- 45.5.1 their position; or
- 45.5.2 information acquired by virtue of holding their position—
- so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- Note:** See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated Association.
- 45.6 In addition to any duties imposed by these Rules, a board member must perform any other duties imposed from time to time by resolution at a general meeting.

46. PRESIDENT

- 46.1 Subject to 46.2, the President is the Chairperson for any general meetings and for any board meetings.
- 46.2 If the President is absent, or are unable to preside, the Chairperson of the meeting must be appointed by the other board members present.

47. SECRETARY

- 47.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated Association.

Example: Under the Act, the secretary of an incorporated Association is responsible for lodging documents of the Association with the Registrar.

- 47.2 The Secretary must—

47.2.1 maintain the register of members in accordance with rule 18; and

47.2.2 keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70.3, all books, documents and securities of the Association in accordance with rules 72 and 75; and

47.2.3 subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and

47.2.4 perform any other duty or function imposed on the Secretary by these Rules.

- 47.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48. TREASURER

- 48.1 The Treasurer must—

48.1.1 receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and

48.1.2 ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and

48.1.3 make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and

48.1.4 ensure cheques are signed by at least 2 board members.

- 48.2 The Treasurer must—
 - 48.2.1 ensure that the financial records of the Association are kept in accordance with the Act; and
 - 48.2.2 coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- 48.3 The Treasurer must ensure that at least one other board member has access to the accounts and financial records of the Association.
- 48.4 The Treasurer may delegate to the Executive Officer the day to day responsibility for processing receipts and payments on behalf of the Association.

DIVISION 3—ELECTION OF BOARD MEMBERS AND TENURE OF OFFICE

49. WHO IS ELIGIBLE TO BE A BOARD MEMBER

- 49.1 A member is entitled to be elected as a board member if the member—
- 49.1.1 is 18 years or over; and
 - 49.1.2 is a member of the Association; and
 - 49.1.3 is entitled to attend at a general meeting of the Association.
- 49.2 A person is entitled to be appointed as an Independent Board Member if the person
- 49.2.1 is 18 years or over; and
 - 49.2.2 is appointed by the Board; and
 - 49.2.3 has skills in commerce, finance, marketing, law or business generally or such other skills as will complement the Board.

50. POSITIONS TO BE DECLARED VACANT

- 50.1 This rule applies to—
- 50.1.1 the first annual general meeting of the Association after its incorporation; or
 - 50.1.2 any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- 50.2 The Chairperson of the meeting must declare positions on the Board vacant and hold elections for those positions in accordance with rules 51 to 54.

51. NOMINATIONS

- 51.1 The association shall provide member clubs (and hence individual members) with a notice calling for nominations from any eligible person (51.3) seeking to be elected to the Board at least 30 days prior to the AGM
- 51.2 Nominations must be must be submitted to the Secretary no later than 14 days prior to the AGM
- 51.3 An eligible member of the Association may—
- 51.3.1 nominate himself or herself; or
 - 51.3.2 with the member's consent, be nominated by another member.

52. ELECTION OF ORDINARY MEMBERS

- 52.1 The annual general meeting must elect the number of ordinary member positions of the Board (if any) vacant in that year.
- 52.2 A single election may be held to fill all positions.
- 52.3 If the number of members nominated for the position of ordinary board member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- 52.4 If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 53.

53. BALLOT

- 53.1 If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- 53.2 The returning officer must not be a member nominated for the position.
- 53.3 Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 53.4 The election must be by secret ballot.
- 53.5 The returning officer must give a ballot paper to—
 - 53.5.1 each member present in person; and
 - 53.5.2 each proxy appointed by a member.

Example: If a member has been appointed the proxy of five (5) other members, the member must be given six (6) ballot papers—one for the member and one each for the other members.

- 53.6 Ballot papers must be completed in full in order to be eligible for counting.
- 53.7 Each ballot paper with a mark ('x', circle, etc) next to the name of a candidate counts as one vote for that candidate.
- 53.8 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes, subject to the Victorian Government's Gender Equity Strategy.

Example: The Gender Equity requirements in 2018 are such that women make up at least 40% of a State Sporting Associations board, which translates to a minimum of four (4) of the nine (9) available board positions under the TV Constitution (includes Independent Board members). This may mean that the returning officer declares a person with fewer votes elected to fulfil this gender equity requirement.

- 53.9 The returning officer where unable to declare the result of an election because two (2) or more candidates received the same number of votes, the returning officer must —
- 53.9.1 conduct a further election for the position to decide which of those candidates is to be elected; or
- 53.9.2 with the agreement of those candidates, decide by lot which of them is to be elected.

Examples: The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

54. TERM OF OFFICE

- 54.1 Subject to sub rules 54.3, 54.8 and Rule 57, a board member holds office for two (2) years.
- 54.2 A board member may be re-elected.
- 54.3 Four (4) Board Members shall be elected in each year of even number. The remaining three (3) Board Members shall be elected in each year of odd number.
- 54.4 Should any adjustment to the term of Board Members be necessary to ensure rotational terms in accordance with these Rules the adjustment shall be determined by the Board. If the Board cannot determine as between Board Members who have been in office for the same period, those to retire are to be selected by lot. Elections to subsequent Boards shall then proceed in accordance with the procedures in these rules, with approximately half the Board retiring each year.
- 54.5 A general meeting of the Association may—
- 54.5.1 by special resolution remove a board member from office; and
- 54.5.2 elect an eligible member of the Association to fill the vacant position in accordance with this Division.

- 54.6 A member who is the subject of a proposed special resolution under sub rule 54.5.1 may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 54.7 The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.
- 54.8 The term of office of an Independent Board Member is 1 year;
- 54.9 An Independent Board Member may be reappointed to a further term.
- 54.10 No person may serve more than three (3) continuous terms as a Board Member.

55. ELECTION OF PRESIDENT AND TREASURER

- 55.1 Following the annual general meeting, the Board will appoint persons to the positions of
- 55.1.1 President;
- 55.1.2 Treasurer.
- 55.2 If a single nomination is received for either (or both) of the President and Treasurer positions, then both the sole nominees are appointed.
- 55.3 If more nominations are received for any position (55.1.1 or 55.1.2), then a ballot must be held in accordance with rule 53.

56. VACATION OF OFFICE

- 56.1 A board member may resign from the Board by written notice addressed to the Board.
- 56.2 A person ceases to be a board member if he or she—
- 56.2.1 ceases to be a member of the Association (elected board members); or
- 56.2.2 fails to attend 3 consecutive board meetings (other than special or urgent board meetings) without leave of absence under rule 68; or
- 56.2.3 otherwise ceases to be a board member by operation of section 78 of the Associations Incorporation Act 2012.
- Note:** A Board member may not hold the office of secretary if they do not reside in Australia.

57. FILLING CASUAL VACANCIES

- 57.1 The Board may appoint an eligible member of the Association to fill a position on the Board that—
- 57.1.1 has become vacant under rule 56; or
 - 57.1.2 was not filled by election at the last annual general meeting.
- 57.2 If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- 57.3 Rule 56 applies to any board member appointed by the Board under sub rule 57.1 or 57.2.
- 57.4 The Board may continue to act despite any vacancy in its membership.

DIVISION 4—MEETINGS OF THE BOARD**58. MEETINGS OF THE BOARD**

- 58.1 The Board must meet at least five (5) times in each year at the dates, times and places determined by the Board.
- 58.2 The date, time and place of the first board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Association at which the members of the Board were elected.
- 58.3 Special board meetings may be convened by the President or by any 4 members of the Board.

59. NOTICE OF MEETINGS

- 59.1 Notice of each board meeting must be given to each board member no later than 7 days before the date of the meeting.
- 59.2 Notice may be given of more than one board meeting at the same time.
- 59.3 The notice must state the date, time and place of the meeting.
- 59.4 If a special board meeting is convened, the notice must include the general nature of the business to be conducted.
- 59.5 The only business that may be conducted at the meeting is the business for which the meeting is convened.

60. URGENT MEETINGS

- 60.1 In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each board member by the quickest means practicable.
- 60.2 Any resolution made at the meeting must be passed by an absolute majority of the Board.
- 60.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61. PROCEDURE AND ORDER OF BUSINESS

- 61.1 The procedure to be followed at a meeting of the Board must be determined from time to time by the Board.
- 61.2 The order of business may be determined by the members present at the meeting.

62. USE OF TECHNOLOGY

- 62.1 A board member who is not physically present at a board meeting may participate in the meeting by the use of technology that allows that board member and the board members present at the meeting to clearly and simultaneously communicate with each other.
- 62.2 For the purposes of this Part, a board member participating in a board meeting as permitted under sub rule 62.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63. QUORUM

- 63.1 No business may be conducted at a Board meeting unless a quorum is present.
- 63.2 The quorum for a board meeting is the presence (in person or as allowed under rule 62) of a majority of the board members holding office.
- 63.3 If a quorum is not present within 30 minutes after the notified commencement time of a board meeting—
- 63.3.1 in the case of a special meeting—the meeting lapses;
- 63.3.2 in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

64. VOTING

- 64.1 On any question arising at a board meeting, each board member present at the meeting has one vote.
- 64.2 A motion is carried if a majority of board members present at the meeting vote in favour of the motion.
- 64.3 Sub rule 65.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- 64.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 64.5 Voting by proxy is not permitted.

65. CONFLICT OF INTEREST

- 65.1 A board member who has a material personal interest in a matter being considered at a board meeting must disclose the nature and extent of that interest to the Board.
- 65.2 The member—
- 65.2.1 must not be present while the matter is being considered at the meeting;
and
 - 65.2.2 must not vote on the matter.
- Note:** Under section 81(3) of the Act, if there are insufficient board members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.
- 65.3 This rule does not apply to a material personal interest—
- 65.3.1 that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - 65.3.2 that the member has in common with all, or a substantial proportion of, the members of the Association.

66. MINUTES OF MEETING

- 66.1 The Board must ensure that minutes are taken and kept of each board meeting.
- 66.2 The minutes must record the following—
- 66.2.1 the names of the members in attendance at the meeting;
 - 66.2.2 the business considered at the meeting;
 - 66.2.3 any resolution on which a vote is taken and the result of the vote;
 - 66.2.4 any material personal interest disclosed under rule 65.

67. LEAVE OF ABSENCE

- 67.1 The Board may grant a board member leave of absence from board meetings for a period not exceeding 3 months.
- 67.2 The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the board member to seek the leave in advance.

PART 6—FINANCIAL MATTERS**68. SOURCE OF FUNDS**

- 68.1 The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

69. MANAGEMENT OF FUNDS

- 69.1 The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 69.2 Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- 69.3 The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 69.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 board members.
- 69.5 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 69.6 With the approval of the Board, 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.

70. FINANCIAL RECORDS

- 70.1 The Association must keep financial records that—
- 70.1.1 correctly record and explain its transactions, financial position and performance; and
 - 70.1.2 enable financial statements to be prepared as required by the Act.
- 70.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 70.3 The Treasurer must keep in his or her custody, or under his or her control—
- 70.3.1 the financial records for the current financial year; and
 - 70.3.2 any other financial records as authorised by the Board.

71. FINANCIAL STATEMENTS

- 71.1 For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 71.2 Without limiting 71.1, those requirements include—
- 71.2.1 the preparation of the financial statements;
 - 71.2.2 if required, the review or auditing of the financial statements;
 - 71.2.3 the certification of the financial statements by the Board;
 - 71.2.4 the submission of the financial statements to the annual general meeting of the Association;
 - 71.2.5 the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

72. COMMON SEAL

- 72.1 The Association may have a common seal.
- 72.2 If the Association has a common seal—
- 72.2.1 the name of the Association must appear in legible characters on the common seal;
 - 72.2.2 a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two board members;
 - 72.2.3 the common seal must be kept in the custody of the Secretary.

73. REGISTERED ADDRESS

- 73.1 The registered address of the Association is—
- 73.1.1 the address determined from time to time by resolution of the Board; or
 - 73.1.2 if the Board has not determined an address to be the registered address— the postal address of the Secretary.

74. NOTICE REQUIREMENTS

- 74.1 Any notice required to be given to a member or a board member under these Rules may be given—
- 74.1.1 by handing the notice to the member personally; or
 - 74.1.2 by sending it by post to the member at the address recorded for the member on the register of members; or
 - 74.1.3 by email or facsimile transmission.
- 74.2 Sub rule 74.1 does not apply to notice given under rule 60.
- 74.3 Any notice required to be given to the Association or the Board may be given—
- 74.3.1 by handing the notice to a member of the Board; or
 - 74.3.2 by sending the notice by post to the registered address; or
 - 74.3.3 by leaving the notice at the registered address; or
 - 74.3.4 if the Board determines that it is appropriate in the circumstances—
 - 74.3.4.1 by email to the email address of the Association or the Secretary; or
 - 74.3.4.2 by facsimile transmission to the facsimile number of the Association.

75. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 75.1 Members may on request inspect free of charge—
- 75.1.1 the register of members;
 - 75.1.2 the minutes of general meetings;
 - 75.1.3 subject to sub rule 75.2 the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.
- Note:** See note following rule 18 for details of access to the register of members.

- 75.2 The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 75.3 The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- 75.4 Subject to sub rule 75.2, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- 75.5 For purposes of this rule—
- 75.5.1 **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—
- 75.5.1.1 its membership records;
- 75.5.1.2 its financial statements;
- 75.5.1.3 its financial records;
- 75.5.1.4 records and documents relating to transactions, dealings, business or property of the Association.

76. WINDING UP AND CANCELLATION

- 76.1 The Association may be wound up voluntarily by special resolution.
- 76.2 In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- 76.3 Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- 76.4 The body to which the surplus assets are to be given must be decided by special resolution.

77. ALTERATION OF RULES

- 77.1 These Rules may only be altered by special resolution of a general meeting of the Association.

Note: An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

78. EXECUTIVE OFFICER

- 78.1 The Executive Officer shall be appointed by the Board for such a term and on such conditions as the Board thinks fit.
- 78.2 The Executive Officer is entitled to notice of and to attend and participate in debate at all meetings of the Board, but has no entitlement to vote.
- 78.3 The Executive Officer shall act as and carry out the duties of Secretary as required under the Act.
- 78.4 The Association shall be managed by the Executive Officer who may exercise all powers of the Association which are not, under the Act or these Rules required to be exercised by the Board or by the Association in General Meeting. The Executive Officer shall administer Triathlon in Victoria in accordance with the Rules and Regulations of Triathlon Australia, and the ITU together with these Rules.
- 78.5 The Executive Officer, in consultation with the Board and subject to the Board's approval, may employ such office personal as are necessary from time to time and such appointments shall be for such a period and on such conditions as the Executive Officer and the Board determine.
- 78.6 The Executive Officer upon leaving the role is not eligible to be appointed to the Board for a period of three (3) years

79. REGULATIONS

- 79.1 The Board may from time to time as circumstances dictate, formulate, interpret, adopt, make, alter and amend regulations, By-laws, rules and policies (collectively "Regulations") for the proper advancement, management and administration of the Association, the advancement of the Objects and Triathlon as it thinks desirable or necessary.
- 79.2 The Regulations are binding on members.
- 79.3 All Regulations of the Association in force at the date of approval of these Rules in to far as such Regulations are not inconsistent with, or have been replaced by these Rules shall continue in force under these Rules.

80. INDEMNITY

- 80.1 To the extent permitted by law, the Association shall indemnify its Board Members and employees out of the assets of the Association for any liability (including legal costs) incurred by a Board Member or employee:
- 80.1.1 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 Board Member or employee, as the case may be; and
 - 80.1.2 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 Board Member or employee which involves a lack of good faith.
- 80.2 Where the Board considers it appropriate, and to the extent to which the Association is not precluded by law from doing so, the Association may make payment of premiums for any contract of insurance on behalf of, or in respect of a Board Member or employee of the Association, against any liability incurred by the Board 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 a Board Member or employee, as the case may be.

81. TRANSITIONAL RULES

- 81.1 These Rules take effect at the conclusion of the 2013 Annual General Meeting of the Association.
- 81.2 At the 2014 Annual General Meeting all positions, including that of President shall be declared vacant and an election for all other Board Members shall be held in accordance with these Rules. The Board Members will be elected, two (2) as "A" Board Members and three (3) as "B" Board Members.
- 81.3 The President and the two "A" Board Members elected at the 2014 Annual General Meeting will be elected for terms of one (1) year; and
- 81.4 The three (3) "B" Board Members elected at the 2014 Annual General Meeting will be eligible for terms of two (2) years

