



TRIATHLON ACT INC.

CONSTITUTION

Adopted 8 November 2025

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PART I**1. Interpretation**

(1) In these rules, unless a contrary intention appears –

“**Act**” means the *Associations Incorporation Act 1991* (ACT);

“**Affiliated Club**” means a club, incorporated association or a commercial entity whose objects are similar to the objects of the association and which is a financial member of TACT;

“**AGM**” means annual general meeting;

“**AusTriathlon**” means AusTriathlon Ltd;

“**Board**” means the board of TACT;

“**Board Member**” means a member of the Board;

“**Club's sub-committee**” means the committee which may be established under rule 21A;

“**Conflicts**” means any interests, positions and relationships that might raise issues about the independence of the Board Member including, whether the Board Member:

- (a) is, or has been, employed in an executive capacity by TACT or a constituent body and there has not been a period of at least three years between ceasing such employment and serving on the Board;
- (b) is, or has been within the last three years, in a material business relationship (e.g., as a supplier, professional adviser, consultant or customer) with TACT or a constituent body or is an officer of, or otherwise associated with, someone with such a relationship;
- (c) is, represents, or has been within the last three years an officer or employee of, or professional adviser of TACT or a constituent body;
- (d) holds a position on the board or committee of an Affiliated Club;
- (e) is incompatible with the interests of TACT, AusTriathlon, or a member or stakeholder of TACT or AusTriathlon;
- (f) or an associate of the Board Member may receive a benefit as a result of a decision made by TACT;
- (g) has personal, business or other interests that put them in a position where they (or an associate) can benefit either personally or professionally from TACT (including by receiving a financial gain);

- (h) has personal, business or other competing interests that conflict with TACT's interest;
- (i) has interests which differ from the interests of TACT for example where a person:
 - (i) acquires confidential knowledge about TACT or AusTriathlon that is likely to advance their or an associate's interests;
 - (ii) may make a financial gain or avoid a financial loss at the expense of TACT;
 - (iii) has a competing business or event with TACT; or
 - (iv) has an incentive to favour the interests of one (or a group of) Member or stakeholder over another (or a group of) stakeholder or Member; or
- (j) has close personal ties with any person who falls within any of the categories described above.

"Executive Officer" means the person appointed or employed by the Board or employed by AusTriathlon to perform an executive role or function as prescribed by the Board (however titled), including but not limited to "Executive Officer", "Executive Director", "Chief Executive Officer", "Secretary" or "Territory/State Services Manager";

"FARS Chairperson" means the person elected chairperson of the Finance, Audit and Risk Sub-committee under rule (2)(b);

"Financial Year" means each year ending on 30 June;

"Individual Member" means an individual who is a financial member of TACT;

"KPI" means key performance indicator;

"Life Member" means a person appointed to life membership under Rule 10A;

"Member" means a member, however described, of TACT and includes Affiliated Clubs, Individual Members and Life Members;

"President" means the person elected as president of the Board under rule 14(1) from time to time;

"Register" means the register of Members;

"Regulations" means the *Associated Incorporation Regulations 2023 (ACT)*;

"rules" means the provisions of this Constitution;

"STTA" means State and Territory Triathlon Associations;

"TACT" means Triathlon ACT Incorporated; and

“**TACT Risk Management Policy**” means the document titled 'Triathlon ACT (TACT) Risk Management Policy & Risk Register' dated [insert]; and

“**Vice President**” means the person elected as vice president of the Board under rule 14(1) from time to time.

- (2) In these rules –
- (a) a reference to a function includes a reference to a power, authority and duty; and
 - (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 or the performance of the duty.
- (3) The provisions of the *Interpretation Act 1967* (ACT) apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART II – MEMBERSHIP

2. Membership qualifications

- (1) A person is qualified to be a Member if the person has accepted membership in accordance with subrule 3(1).
- (2) A club or association is qualified to be an Affiliated Club if the club or association has accepted membership in accordance with rule 3A.

3. Application for and renewal of individual membership

- (1) An application of a person and each renewal of a Member for membership of TACT shall be made via the method and for the membership period determined by the Board and published on the TACT website or through email advice to current Members.
- (2) If a membership registration record is referred to the Board, then the Board shall determine whether or not to accept or cancel the membership registration.

3A. Application for and renewal of membership as an Affiliated Club

- (1) An application of a club, incorporated association or commercial entity to be an Affiliated Club and each renewal of membership of TACT as an Affiliated Club shall be made via the method and for the membership period determined by the Board and published on the TACT website or through email advice to current members.
- (2) Each application of a club, incorporated association or commercial entity to be

an Affiliated Club must be approved by a majority of the members of the Board.

- (3) If a majority of the members of the Board rejects an application of a club, incorporated association or commercial entity to be an Affiliated Club, then that decision and the reasons for the decision are to be communicated, in writing, to the applicant within five (5) business days of the decision being made.
- (4) Each application for renewal of membership by a club or association shall be lodged via TACT's member portal as prescribed by the AusTri affiliation policy.
- (5) A notice of renewal shall be sent to current Affiliated Clubs at least (14) days before the commencement of their renewed membership period.

4. Membership, entitlements not transferable

A right, privilege or obligation which a Member has by reason of being a Member of TACT –

- (1) is not capable of being transferred or transmitted to another person; and
- (2) terminates upon cessation of the membership.

5. Cessation of membership

A Member ceases to be a Member of TACT if the Member –

- (1) being an Individual Member, dies;
- (2) resigns from membership of TACT;
- (3) is expelled from TACT; or
- (4) fails to renew membership of TACT.

6. Resignation of membership

- (1) A Member is not entitled to resign from membership of TACT except in accordance with this rule.
- (2) A Member who has paid all amounts payable by the Member to TACT may resign from membership of TACT by first giving notice (being not less than one (1) week or, if the Board has determined a shorter period, that shorter period) in writing to the Executive Officer of the Member's intention to resign. The Executive Officer may request reasons for the Member's resignation. Upon the expiration of the period of notice, the Member ceases to be a member.
- (3) Where a Member ceases to be a member of TACT, the Executive Officer shall complete an appropriate digital transaction to finalise the Member's

membership.

- (4) All instances of resignation of members from TACT shall be reported by the Executive Officer to the Board at the end of the month in which the resignation occurs.

7. Fee, subscriptions etc.

- (1) A membership fee shall be payable annually.
- (2) In the Board's discretion, the membership fee can be collected by AusTriathlon.
- (3) The membership fee shall be the fee determined by agreement with the majority of STTAs and AusTriathlon.
- (4) If there is no agreement with a majority of STTAs and Triathlon Australia, the membership fee shall be determined by the Board.
- (5) If the Board is determining the membership fee, it must consider the fees set by other STTAs.

8. Members' liability

The liability of a Member to contribute towards the payment of the debts and liabilities of TACT or the costs, charges and expenses of the winding up of TACT is limited to the amount, if any, unpaid by the Member in respect of membership of TACT as required by rule 7.

9. Disciplining of Members

- (1) Where the Board is of the opinion that a Member –
 - (a) has persistently refused or neglected to comply with a provision of these rules;
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of TACT; or
 - (c) has acted in such a manner that brings, or is likely to bring, TACT into disrepute;the Board may, by resolution –
 - (d) expel the Member from TACT; or
 - (e) suspend the Member from such rights and privileges of membership of TACT as the Board may determine for a specified period.
- (2) A resolution of the Board under subrule (1) is of no effect unless the Board, at a meeting held not earlier than fourteen (14) days and not later than twenty-eight

- (28) days after service on the Member of a notice under subrule (3), confirms the resolution in accordance with this rule.
- (3) Where the Board passes a resolution under subrule (1), the Executive Officer shall, as soon as practicable, cause a notice in writing to be served on the Member –
- (a) setting out the resolution of the Board and the grounds on which it is based;
 - (b) stating that the Member or, in the case of an Affiliated Club, the club's representative, may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the Member that the Member or, in the case of an Affiliated Club, the club's representative, may do either or both of the following:
 - (i) attend and speak at that meeting; and/or
 - (ii) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the Board mentioned in subrule (2), the Board shall –
- (a) give to the Member or, in the case of an Affiliated Club, the club's representative, mentioned in subrule (1) an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the Board by that Member or, in the case of an Affiliated Club, the club's representative, at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution of the Board made under subrule (1).
- (5) Where the Board then passes a resolution under subrule (4), they shall, within seven (7) days after that confirmation, by notice in writing inform the Member of that confirmation and of the Member's right of appeal under rule 10.
- (6) A resolution confirmed by the Board under subrule (4) does not take effect –
- (a) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; or

- (b) where within that period the Member exercises the right of appeal, unless and until TACT confirms the resolution in accordance with subrule (4).

10. Right of appeal of disciplined Member

- (1) A Member may appeal to TACT in general meeting against a resolution of the Board which is confirmed under subrule 9(4), within seven (7) days after notice of the resolution is served on the Member, by lodging with the Executive Officer a notice to that effect.
- (2) Upon receipt of a notice under subrule (1), the Executive Officer shall notify the Board which shall convene a general meeting of TACT to be held within twenty-one (21) days after the date on which the Executive Officer received the notice or as soon as possible after that date.
- (3) Subject to section 50 of the Act, at a general meeting of TACT convened under subrule (2) –
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Board and the Member (or, in the case of an Affiliated Club, the club's representative) shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the Members present shall vote by secret ballot on the question of whether the resolution made under subrule 9(4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under subrule 9(4), that resolution is confirmed.

10A. Life membership

- (1) The Board may recommend to a general meeting that any natural person who has rendered distinguished service to triathlon, duathlon, aquathlon in the ACT through the promotion of the interests and objects of TACT be appointed as a Life Member.
- (2) A resolution of a general meeting to confer life membership on the recommendation of the Board must be a special resolution.
- (3) A person nominated for life membership must accept or reject TACT's resolution to confer life membership in writing. Upon written acceptance, the person's details will be entered upon the Register, and from the time of entry on the Register the person will be a Life Member.

- (4) A Life Member may elect to be an Individual Member and will be entitled to all privileges and all obligations of the relevant membership category.

PART III – THE BOARD

11. Powers of the Board

The Board, subject to the Act, the Regulations, these rules, and to any resolution passed by TACT in general meeting –

- (1) shall control and manage the affairs of TACT;
- (2) may exercise all such functions as may be exercised by TACT other than those functions that are required by law or by these rules to be exercised by TACT in general meeting; and
- (3) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of TACT.

12. Composition and membership

- (1) The Board shall consist of up to six (6) elected Board Members and up to four (4) appointed Board Members, including the President and Vice-President. A Treasurer may also be elected in accordance with rule 0.
- (2) Each Board Member shall be elected by Members or appointed by the Board pursuant to rule 10(3).
- (3) A majority of the Board Members must be elected by the Members and up to forty percent (40%) of Board Members must be appointed by the Board.
- (4) Each member of the Board shall, subject to these rules, hold office until the conclusion of the AGM three (3) years following the date of the member's election or appointment.
- (5) No person who has served as an elected or appointed Board Member for a period of three (3) consecutive full terms (nine (9) years) shall be eligible for election as an elected or appointed Board Member for a period of three (3) years following the date of the end of their last full term as an elected or appointed Board Member.
- (6) To ensure continuity and effective governance, the terms of the six (6) elected Board Members shall be staggered over a three-year cycle, with two (2) positions becoming vacant and subject to election each year.
- (7) Following the adoption of the rule set out in subrule (6), the Board Members shall be elected under the following transition provisions:
 - (a) At the first AGM following the adoption of the rule set out in subrule (6),

- two (2) elected Board Members shall be elected for an initial term of three (3) years and one (1) elected Board Member shall be elected for an initial term of two (2) years;
- (b) At the second AGM following the adoption of the rule set out in subrule (6) two (2) elected Board Members shall be elected for an initial term of three (3) years and one (1) elected Board Member shall be elected for an initial term of one (1) year.
- (8) For subsequent elections, each Board Member shall serve a full three (3) year term in accordance with subrule 10(4), and two (2) elected positions shall be filled at each AGM to maintain the staggered cycle.
- (9) In the event of a vacancy in the membership of the Board, the Board may appoint a Member of TACT to fill the vacancy and the Board Member so appointed shall hold office, subject to these rules, until the conclusion of the AGM at which the vacant membership position was due to expire.
- (10) TACT is committed to fostering diversity, equity and inclusion at all levels of the organisation including its Board, membership and volunteer base. TACT will strive to ensure that the composition of its Board reflects a broad range of perspectives and experiences, with consideration given to gender balance, race, ethnicity, cultural background, age, disability, socioeconomic status, education and professional experience.
- (11) TACT will take steps to promote diversity through efforts including (but not limited to):
- (a) encouraging the nomination and appointment of diverse candidates to the Board;
 - (b) removing barriers to participation in governance and volunteering; and
 - (c) engaging underrepresented communities through outreach and inclusive practices.
- (12) TACT will regularly review its practices in subrule (11) to ensure ongoing progress is made in promoting diversity.
- (13) All Board Members are required to have completed an appropriate Board-approved governance education course from a suitable body within 60 days of election or appointment, such as:
- (a) the Australian Sports Commission; or
 - (b) the Australian Institute of Company Directors; or
 - (c) the Institution of Community Directors.

12A. Executive Officer

- (1) The Executive Officer will be subject to quarterly performance evaluations relating to:
 - (a) KPI achievement;
 - (b) professional development; and
 - (c) adherence to TACT's objects as set out in rule 44.
- (2) Every year the Board is required to review and evaluate the Executive Officer's performance.
- (3) Subject to the review in subrule 14(5), and in consultation with AusTriathlon if required, the Board may place the Executive Officer on a development action plan to assist with areas of improvement.

13. Elected Board Members

- (1) Six (6) Board Members are to be elected by Members.
- (2) Qualifications for Board Members
 - (a) Nominees for elected positions on the Board meet the qualifications as prescribed from time to time by the Board.
 - (b) Elected Board Members must be members of TACT at the time of their election.
 - (c) Nominees for elected positions on the Board must declare any:
 - (i) position they hold in an Affiliated Club, including as an office bearer, director or a paid appointee; and
 - (ii) Conflicts.
- (3) Nominations of Candidates
 - (a) A person may become a Board Member in three ways:
 - (i) election by Members, whereby the Executive Officer shall call for nominations forty (40) days before the date of the Annual General Meeting. All Members and Affiliated Clubs shall be notified of the call for nominations; and
 - (ii) appointment by the Board in accordance with rule 14; and
 - (iii) appointment by the Members to fill any vacancy in the number of Member-elected Board Members however arising. Such casual vacancy is to be filled until the next AGM or, if TACT does not hold an AGM, until

the next time an election of a Member is held or twelve (12) months (whichever is the shortest period of time).

- (4) Nominations of candidates for election as Board Members will be:
 - (a) made in writing, using the nomination form provided on the TACT website;
 - (b) signed by two (2) Individual Members and accompanied by the written consent of the nominee; and
 - (c) delivered to the Executive Officer at least twenty-two (22) days prior to the AGM.
- (5) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the AGM.
- (6) If insufficient further nominations are received, any vacant positions remaining on the Board shall be deemed to be vacancies.
- (7) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- (8) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (9) The ballot for the election of Board Members shall be conducted at the AGM in such manner as the Board may direct.
- (10) The Board must appoint Board Members based on the qualification requirements set out in subrule 14(2) and seek to maintain an equal gender split between Board Members.
- (11) A former Executive Officer must wait at least three (3) years from the expiration of their employment to be eligible as a Board Member nominee.
- (12) The nomination procedure in subrules 10(3) to 10(11) may be delegated by the Board to a sub-committee, including to the Club's sub-committee (see rules 21 and 21A), which may be led by an independent chair, appointed by the Board.
- (13) If a sub-committee is appointed it will bear the following responsibilities:
 - (a) determining candidate suitability for further consideration by the Board and Members;
 - (b) maintaining a succession plan for each position on the Board;
 - (c) conducting an annual review of the succession plans and present findings to the Board; and

- (d) ensuring the succession plan includes short-term (emergency) and long-term succession strategies.

(14) If no sub-committee is appointed, the Board will bear the responsibilities set out in subrule 13(13).

14. Appointed Board Members

(1) Appointment of Board Members

- (a) The Board may appoint up to four (4) Appointed Board Members.
- (b) Appointed Board Members shall serve for a term of up to two (2) years, with the precise term determined by the Board at the time of appointment.
- (c) Appointed Board Members may be reappointed for further terms if their personal or professional skills and experience continue to complement the composition and needs of the Board.

(2) Appointment Considerations

In appointing Board Members, the Board shall give due consideration to the current and future needs of the organisation, including but not limited to the personal and professional skills, expertise, and lived experience of the candidate that enhance the overall capability and diversity of the Board.

(3) Membership requirement

Appointed Board Members are not required to be Individual Members of TACT prior to appointment but must become a Member within fourteen (14) days of their appointment.

15. Chairing of meetings

- (1) The Board must elect a President and Vice President who may be elected or appointed Board Members.
- (2) Subject to subrules 14(3) and 14(4), the President must preside over all Board meetings.
- (3) If the President is absent or is unable or unwilling to preside at any Board meeting, the Vice President must preside over that Board meeting.
- (4) If the President and the Vice President are absent or are unable or unwilling to preside at any Board meeting, the Board must appoint any other Board Member present to preside over that Board meeting.
- (5) Every year the Board is required to review and evaluate the Board's performance.
- (6) The election of President and Vice President is to occur every two (2) years on a

staggered basis to ensure continuity of leadership.

16. Election of President, Vice President and Treasurer

Immediately following the conclusion of an AGM, the Board Members must elect Board Members to fill any vacancies for the position of President, Vice President or Treasurer (if required).

17. Treasurer

- (1) If a treasurer be elected, they shall:
 - (a) monitor the financial affairs of TACT including full details of all revenue, expenditure and grant funds connected with the activities of TACT; and
 - (b) provide reports about the financial affairs of TACT to the Board as may be determined by the Board from time to time.
- (2) From time to time the treasurer may delegate its responsibilities to the FARS.

18. Vacancies

For the purposes of these rules, a vacancy in the office of a member of the Board occurs if the Board Member –

- (1) dies;
- (2) ceases to be a Member of TACT;
- (3) resigns from office;
- (4) is removed from office pursuant to rule 19;
- (5) is declared a bankrupt;
- (6) suffers from mental incapacity;
- (7) suffers from physical incapacity that affects their capacity to fulfil their duties as a member of the Board;
- (8) is disqualified from office under subsection 63(1) of the Act; or
- (9) is absent without the consent of the Board from all meetings of the Board held during a period of six (6) months.

19. Removal of Board Members

TACT in general meeting may by resolution, subject to section 50 of the Act, remove any member of the Board from the office of member of the Board before the expiration of the Board Member's term of office.

20. Board meetings and quorum

- (1) The Board shall meet at least six (6) times in each calendar year at such place and time as the Board may determine. The Chair will endeavour to call for agenda items from the Board Members at least forty-eight (48) hours prior to the meeting time and date.
- (2) Additional meetings of the Board may be convened by the President, the Vice President or by any two (2) members of the Board.
- (3) Written notice of a meeting of the Board shall be given by the Executive Officer to each member of the Board at least forty-eight (48) hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time and date appointed for the holding of the meeting.
- (4) Notice of a meeting given under subrule (3)14(3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Board Members present at the meeting unanimously agree to treat as urgent business.
- (5) All meetings of the Board will be made available to Board Members via an annual calendar which will outline the governance and review/performance monitoring activities as well as strategic items that are to be transacted at the meeting.
- (6) At least fifty percent (50%) of elected or appointed Board Members constitute a quorum for the transaction of the business of a meeting of the Board.
- (7) No business shall be transacted by the Board unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (8) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (9) The Board must keep minutes of the decisions and proceedings of each Board meeting, together with a record of the names of persons present at those meetings.
- (10) All minutes are to be approved by the Board and circulated to Board Members within one week of a meeting.

21. Delegation by Board to AusTriathlon, STTAs or sub-committee

- (1) The Board may, by instrument in writing, delegate to AusTriathlon, STTAs or one (1) or more sub-committees (consisting of such Member or Members of TACT as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than –
 - (a) this power of delegation; and

- (b) a function which is a function imposed on the Board by the Act, by any other law of the Territory, or by resolution of TACT in general meeting.
- (2) A function, the exercise of which has been delegated to AusTriathlon or a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by AusTriathlon or the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by AusTriathlon or a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

21A. Club's sub-committee

- (1) Without limiting rule 21 the Board may establish the Club's sub-committee to advise and assist the Board in the performance of its functions, including but not limited to:
 - (a) the development of policy, calendars, procedures and by-laws for TACT and triathlon;
 - (b) the facilitation of communication between TACT and Members; and
 - (c) the scheduling of general meetings of TACT, and the setting of the agenda for such general meetings.
- (2) The Club's sub-committee, if established, shall comprise of up to one (1) representative only from each Affiliated Club. The Affiliated Club's representative must be an Individual Member of TACT and shall be appointed and removed at the discretion of TACT. The Club's sub-committee will elect one of their number as chair for such period as the Club's sub-committee determines.
- (3) The Board may appoint one its Members or a representative to sit on the Club's sub-committee as a non-voting ex officio member. The purpose of this appointment is to facilitate effective communication and information flow between the Club's sub-committee and the Board, and to ensure that Club's sub-

committee deliberations are appropriately conveyed to the Board.

21B. Finance, Audit and Risk Sub-committee

- (1) Without limiting rule 21 and the role of the treasurer (if appointed) in rule 17, the Board may establish a Finance, Audit and Risk Sub-committee (**FARS**) to advise and assist the Board with certain functions, including but not limited to:
 - (a) correctly recording and explaining its transactions and financial position and performance;
 - (b) enabling true and fair financial statements to be prepared and audited;
 - (c) ensuring all money payable to TACT is properly collected;
 - (d) ensuring that all money expended by TACT is properly expended and properly authorised;
 - (e) ensuring that adequate control is maintained over assets owned by or in the custody of TACT;
 - (f) ensuring that all liabilities incurred by TACT are properly authorised;
 - (g) ensuring efficiency and economy of operations and avoidance of waste and extravagance;
 - (h) developing and maintaining an adequate budget and accounting system;
 - (i) developing and maintaining an adequate internal audit system;
 - (j) ensuring compliance with the TACT Risk Management Policy; and
 - (k) documenting all financial and non-financial delegations on an annual basis.
- (2) The Board must appoint:
 - (a) one external and independent Certified Practising Accountant or Chartered Accountant to the FARS; and
 - (b) an independent person to act as FARS Chairperson.
- (3) The FARS meets quarterly to discuss the functions set out in subrule (1).
- (4) The FARS may consult AusTriathlon's FARS to support it in performing its functions set out in subrule (1).

22. Voting and decisions

- (1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to subrule 20(7) the Board may act notwithstanding any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

23. Duty statements

All Board Members shall comply with, as far as practicable, the duty statements determined by the Board from time to time in relation to their respective positions.

PART IV – GENERAL MEETINGS

24. AGMs – holding of

- (1) TACT shall hold an AGM, once in each calendar year, within the period of five (5) months beginning at the end of TACT'S most recently ended Financial Year.
- (2) TACT shall hold its first AGM –
 - (a) within the period of eighteen (18) months after its incorporation under the Act; and
 - (b) within the period of five (5) months after the expiration of the first Financial Year of TACT.
- (3) Subrules (1) and (2) have effect subject to the powers of the Registrar-General under section 120 of the Act in relation to extensions of time.

25. AGMs – call of and business at

- (1) The AGM of TACT shall, subject to the Act, be convened on such date and at such place and time as the Board thinks fit, provided that it is held within five (5) months after the end of TACT's financial year.
- (2) In addition to any other business which may be transacted at an AGM, the business of an AGM shall be –
 - (a) to confirm the minutes of the last preceding AGM and of any general

- meeting held since that meeting;
 - (b) to receive from the Board reports on the activities of TACT during the last preceding Financial Year, including performance outcomes and decision making processes;
 - (c) to elect members of the Board; and
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73(1) of the Act.
- (3) An AGM shall be specified as such in the notice convening it in accordance with rule 27.
- (4) An AGM shall be conducted in accordance with the provisions of this Part.

26. General meetings – calling of

- (1) The Board may, whenever it thinks fit, convene a general meeting of TACT.
- (2) The Board shall, on the requisition in writing of not less than five per cent (5%) of the total number of Individual Members, convene a general meeting of TACT.
- (3) A requisition of Individual Members for a general meeting –
- (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the Members making the requisition;
 - (c) shall be lodged with the Executive Officer; and
 - (d) may consist of several documents in a similar form, each signed by one (1) or more of the Members making the requisition.
- (4) If the Board fails to convene a general meeting within one (1) month after the date on which a requisition of members for the meeting is lodged with the Executive Officer, any one or more of the members who made the requisition may convene a general meeting to be held not later than three (3) months after that date.
- (5) A general meeting convened by an Individual Member or Individual Members referred to in subrule (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.
- (6) The Board is to conduct general meetings at its discretion each calendar year to discuss and collaborate with Members, sub-committees and

AusTriathlon (where relevant) the strategic direction of the TACT.

27. Notice

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of TACT, the Executive Officer shall, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent to each Member by electronic mail to the electronic address of the Member nominated by that Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of TACT, the Executive Officer shall, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member in the manner provided in subrule (1) specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an AGM, business which may be transacted pursuant to subrule 25(2).
- (4) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Executive Officer who shall include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

28. General meetings – procedure and quorum

- (1) No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Ten (10) Members present in person or virtually (being Members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after

the time appointed for the commencement of the meeting, the Members present (being not less than five (5)) shall constitute a quorum.

- (5) TACT may elect to hold a general meeting either:
 - (a) in person; or
 - (b) using virtual meeting technology, at two or more venues in Australia or at such other place as may be determined by the Board using any form of technology which gives Members a reasonable opportunity to participate.

29. Presiding member

- (1) The President, shall preside at each general meeting of TACT.
- (2) If the President is absent from a general meeting, the Vice President shall preside.
- (3) If the President and Vice President are absent from a general meeting, the Board Members present shall elect one (1) of their number to preside at the meeting.

30. Adjournment

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for fourteen (14) days or more, the Executive Officer shall give written or oral notice of the adjourned meeting to each Member of TACT stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subrules (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at any adjourned meeting is not required to be given.

31. Making of decisions

- (1) A question arising at a general meeting of TACT shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of TACT, is evidence of the fact without proof of the number or proportion of the votes recorded in

favour of or against that resolution.

- (2) At a general meeting of TACT, a poll may be demanded by the person presiding or by not less than three (3) Members present in person or by proxy at the meeting.
- (3) Where the poll is demanded at a general meeting, the poll shall be taken –
 - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

32. Voting

- (1) Subject to subrules (3) and (5), upon any question arising at a general meeting of TACT a Member has one (1) vote only.
- (2) All votes shall be given personally or by proxy.
- (3) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- (4) A Member or proxy is not entitled to vote at any general meeting of TACT unless all money due and payable by the Member or proxy to TACT has been paid.
- (5) Affiliated Clubs have no right to debate or vote at General Meetings.

33. Appointment of proxies

- (1) Each Member shall be entitled to appoint another Member as proxy by notice given to the Executive Officer no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 1 to these rules.
- (3) For the avoidance of doubt, Affiliated Clubs are not entitled to appoint another Member as proxy.

PART V – MISCELLANEOUS

34. Funds – source

- (1) The funds of TACT shall be derived from annual fees of Members, donations

and, subject to any resolution passed by TACT in general meeting and subject to section 114 of the Act, such other sources as the Board determines.

- (2) All money received by TACT shall be deposited as soon as practicable and without deduction to the credit of TACT's bank account.
- (3) TACT shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) TACT may borrow or take investment of money from members and may pay interest on moneys so invested or borrowed.
- (5) Members of TACT may be paid for services which they render or goods which they supply to TACT as the Board determines from time to time.

35. Funds – management

- (1) Subject to any resolution passed by TACT in general meeting, the funds of TACT shall be used in pursuance of the objects of TACT in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the Board or employees of TACT, being members of the Board or employees authorised to do so by the Board.

36. Alteration of objects and rules

Neither the objects of TACT referred to in section 29 of the Act nor these rules shall be altered except in accordance with the Act.

37. Common seal

- (1) The common seal of TACT shall be kept in the custody of the Executive Officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of two (2) members of the Board or as otherwise determined by the Board from time to time.

38. Custody of books

Subject to the Act, the Regulations and these rules, the Executive Officer shall keep in his or her custody or under his or her control all records, books, and other documents relating to TACT.

39. Inspection of books

The records, books and other documents of TACT shall be open to inspection at

a place in the Territory, free of charge, by an Individual Member of TACT between 9:00am and 5:00pm Mondays to Fridays (except public holidays) by giving at least seven (7) days' notice to the Executive Officer.

40. Service of notices

- (1) For purpose of these rules, a notice may be served by or on behalf of TACT upon any Member either personally or by sending it by post or email to the Member at the Member's address shown in the Register.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

41. Name

The name of the association shall be the Australian Capital Territory Triathlon Association Inc.

42. Surplus Property

- (1) In the event of dissolution or winding up of TACT any surplus property shall vest in Triathlon Australia.
- (2) TACT is not carried out for the purpose of profit or gain to its Members.
- (3) TACT must not distribute any income or assets or directly to its Members, except as provided in subrule (4).
- (4) Subrule (3) does not stop TACT from paying a Member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to TACT, provided they are done in good faith.
- (5) If TACT:
 - (a) no longer exists; or
 - (b) does not comply with subsection 92(2) of the Act or subdivision 30-B of the *Income Tax Assessment Act 1997* (Cth):

if upon winding up or dissolution of TACT there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members or former Members and the property shall be given or transferred to AusTriathlon.

43. Grievance procedure**(1) Application**

- (a) The grievance procedure set out in this rule applies to disputes under this Constitution between –
 - (i) a Member and another Member;
 - (ii) a Member and TACT or an employee of TACT;
- (b) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the procedure has been completed.

(2) Parties must attempt to resolve the dispute

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

(3) Appointment of mediator

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by subrule (2), the parties must within ten (10) days -
 - (i) notify the Board of the dispute;
 - (ii) agree to or request the appointment of a mediator; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (b) The mediator must be –
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement –
 - A. if the dispute is between a Member and another Member – a person appointed by the Board; or
 - B. if the dispute is between a Member and TACT – a person appointed or employed by AusTriathlon or another suitable individual as agreed by both parties.
- (c) A mediator appointed by the Board may be a Member or former Member of TACT but in any case, must not be a person who –
 - (i) has a personal interest in the dispute; or

- (ii) has a perceived or actual bias in favour of, or against, any party.
- (4) Mediation process
 - (a) The mediator to the dispute, in conducting the mediation, must –
 - (i) give each party every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties throughout the mediation process.
 - (b) The mediator must not determine the dispute.
- (5) 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 VI – OBJECTS

44. The Objects of TACT

The objects of TACT are to foster the development and growth of triathlons by:

- (1) organising and delivering high-quality triathlon, duathlon, and aquathlon events for Members and the wider community;
- (2) collaborating with Affiliated Clubs and event promoters to facilitate diverse and inclusive events throughout the ACT;
- (3) ensuring participant satisfaction and safety in all TACT-delivered or sanctioned events;
- (4) cultivating interest and engagement in triathlons, duathlons and aquathlons across the ACT and surrounding regions;
- (5) nurturing a sense of camaraderie, sportsmanship, and community among triathlon enthusiasts;
- (6) providing educational resources, training opportunities, coaching support, and encouragement to Members;
- (7) developing programs and activities targeting youth development, junior athlete pathways, and diversity within its membership; and
- (8) taking all necessary actions to further our objectives and champion the interests of TACT.

PART VII – PUBLIC OFFICER

45. Appointment of public officer

The Board shall appoint a Public Officer pursuant to section 57 of the Act and such person may be a Board Member, employee of TACT, employee of AusTriathlon or other similar bodies.



APPENDIX 1

Subrule 33(2)

FORM OF APPOINTMENT OF PROXY

I, (full name)

of (address)

being a Member of TACT hereby appoint:

..... (full name of proxy)

of (address)

being a Member of TACT, as my proxy to vote for me on my behalf at the general meeting of the association (AGM or other general meeting, as the case may be) to be held on the

..... day of..... 20.....

and at any adjournment of that meeting.

*My proxy is authorised to vote in favour of/against (*delete as appropriate*) the resolution (*insert details*).

.....

(signature of Member appointing proxy)

.....

(date)

(*To be inserted if desired)

Note: A proxy vote may not be given to a person who is not a Member of TACT.

APPENDIX 2

POLICY NAME:	LIFE MEMBERSHIP POLICY
POLICY AREA:	MEMBER POLICY
DATE APPROVED:	21 SEPTEMBER 2017
DATE LAST REVIEWED:	[insert date]

The award of life membership is the highest honour TACT can bestow on an individual and is awarded in recognition of those who have made an outstanding contribution to the existence or effectiveness of TACT during their membership. No more than one life membership will be awarded on an annual basis.

CRITERIA

Each nomination for life membership of Triathlon ACT should be considered on its individual merits. Decisions will be made on the basis of or having due regard to:

- (1) Service to Triathlon ACT well above what is normally expected;
- (2) Significant leadership within Triathlon ACT;
- (3) Strong support for Triathlon ACT activities;
- (4) Enhancement of the standing of Triathlon ACT in the community;
- (5) Long association with the activities of Triathlon ACT; and
- (6) The duration of membership of Triathlon ACT.

PROCESS

- (1) Triathlon ACT Board will call for nominations for life membership in the final month of the Financial Year preceding the AGM.
- (2) Nominations must reach the Board no later than the Board Meeting preceding the AGM.
- (3) Any current financial Member of Triathlon ACT may nominate any other current financial Member for life membership, provided that the nomination is seconded by one other financial member. If the nominee is a Board Member, they will not be involved in any aspect of the selection process.
- (4) Nominations must be submitted on the appropriate nomination forms. All nomination submissions must address the criteria for selection as outlined above.
- (5) The nomination must articulate the reasons why life membership is considered

appropriate. Where possible, specific examples of work or involvement should be cited.

- (6) Nominations must be treated confidentially by the nominators and the Board.
- (7) The nominations will be discussed and facts and claims included in the nominations will be verified where possible by the Board Governance sub-committee prior to being presented to the Board. The Board at the meeting following receipt of the nominations and before the AGM will agree on the nominations presented.
- (8) While each nomination is to be treated on its merits, the Board has the information as outlined in the Criteria above to use as guidelines. For the Board to send a nomination forward as a motion at the AGM, the nomination must be supported by at least seventy-five per cent (75%) of the membership of the Board. The Board's decision is final.
- (9) If the Board decides not to support a nomination for life membership, then the proposer and seconder of the motion will receive a written notification of the Board's decision, signed by the President of Triathlon ACT.
- (10) If the nomination is successful, then the President of Triathlon ACT will present the nomination at the AGM for voting as per the Triathlon ACT Constitution.

EXCERPT FROM TACT CONSTITUTION

10A Life Membership

- (1) The Board may recommend to a general meeting that any natural person who has rendered distinguished service to Triathlon, Duathlon, Aquathlon in the ACT through the promotion of the interests and objects of TACT be appointed as a Life Member.
- (2) A resolution of a general meeting to confer life membership on the recommendation of the Board must be a special resolution.
- (3) A person nominated for life membership must accept or reject TACT's resolution to confer life membership in writing. Upon written acceptance, the person's details will be entered upon the Register, and from the time of entry on the Register the person will be a Life Member.
- (4) A Life Member may elect to be an Individual Member and will be entitled to all privileges and all obligations of the relevant membership category.