



Rules of the association

**YarraTri Inc.
Reg No A0049504C**

September 2011

1. Name

The name of the incorporated association is YarraTri Inc. (in these Rules called "**the Association**").

2. Definitions

2.1. In these Rules, unless the contrary intention appears:

- (a) **committee** means the committee of management of the Association
- (b) **financial year** means the year ending on 30 June;
- (c) **general meeting** means a general meeting of members convened in accordance with rule 12;
- (d) **member** means a member of the Association;
- (e) **ordinary member of the committee** means a member of the committee who is not an officer of the Association under rule 21 nor a person appointed by the City of Yarra under rule 20.3(c);
- (f) **Regulations** means regulations under the Act;
- (g) **relevant documents** has the same meaning as in the Act;
- (h) the **Act** means the **Associations Incorporation Act 1981**;
- (i) **website** means www.yarratri.com.au or any replacement website of the Association.

2.2. In these Rules, a reference to the Secretary of the Association is a reference:

- (a) if a person holds office under these Rules as Secretary of the Association, to that person; and
- (b) in any other case, to the public officer of the Association.

3. Alteration of the rules and purposes

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

4. Becoming a member of the Association

4.1. The committee may from time to time determine:

- (a) the categories of membership of the Association;

- (b) the qualifications and eligibility criteria (if any) which an applicant for membership must have or satisfy to become a member of a particular category of membership;
 - (c) the procedure (if any) an applicant for membership must follow to become a member of a particular category of membership;
 - (d) the procedure (if any) to apply for accepting an applicant as a member of a particular category of membership;
 - (e) the entrance fees, subscriptions and other amounts (if any) to be paid by a member for a particular category of membership;
 - (f) the circumstances by which a member may cease to be a member of the Association; and
 - (g) the rights, privileges and obligations applicable to each category of membership.
- 4.2. If there is any inconsistency between a determination made by the committee under sub-rule 4.1 and these Rules, then the determination of the committee will prevail. This means, for example, that the committee may determine that a particular category of membership will not have certain rights or privileges that a member has whether under these rules or otherwise.
- 4.3. The Secretary must, within 28 days after the Secretary is satisfied that an applicant has met and complied with all the requirements and procedures for membership (including the payment of any fees), enter the applicant's name in the register of members.
- 4.4. A right, privilege, or obligation of a person by reason of membership of the Association:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

5. Register of members

- 5.1. The Secretary must keep and maintain a register of members containing, among other things:
- (a) the name, address and email of each member;
 - (b) the date on which each member's name was entered in the register;
 - (c) the category of membership for each member; and

- (d) the date on which a member ceased to be a member.
- 5.2. The register is available for inspection free of charge by any member upon request.
- 5.3. A member may make a copy of entries in the register.
- 5.4. An applicant for membership becomes a member and is entitled to exercise the rights and privileges of membership when his or her name is entered in the register of members.

6. Ceasing membership by resignation

- 6.1. A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one week's notice to the Secretary of his or her intention to resign.
- 6.2. After the expiry of the period referred to in sub-rule 6.1:
 - (a) the member ceases to be a member; and
 - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

7. Discipline, suspension and expulsion of members

- 7.1. Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution:
 - (a) suspend that member from membership of the Association for a specified period; or
 - (b) expel that member from the Association; or
 - (c) fine that member an amount not exceeding \$500
- 7.2. A resolution of the committee under sub-rule 7.1 does not take effect unless:
 - (a) at a meeting held in accordance with sub-rule 7.3, the committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- 7.3. A meeting of the committee to confirm or revoke a resolution passed under sub-rule 7.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule 7.4.

- 7.4. For the purposes of giving notice in accordance with sub-rule 7.3, the Secretary must, as soon as practicable, cause to be given to the member a notice:
- (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following:
 - i. attend that meeting; and
 - ii. give to the committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 7.5. At a meeting of the committee to confirm or revoke a resolution passed under sub-rule 7.1, the committee must:
- (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- 7.6. If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 7.7. If the Secretary receives a notice under sub-rule 7.6, he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 7.8. At a general meeting of the Association convened under sub-rule 7.7:

- (a) no business other than the question of the appeal may be conducted; and
- (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- (c) the member, or his or her representative, must be given an opportunity to be heard; and
- (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

7.9. A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

8. Disputes and mediation

- 8.1. The grievance procedure set out in this rule applies to disputes under these Rules between
- (a) a member and another member; or
 - (b) a member and the Association.
- 8.2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 8.3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 8.4. The mediator must be—
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - i. in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - ii. in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 8.5. A member of the Association can be a mediator.
- 8.6. The mediator cannot be a member who is a party to the dispute.
- 8.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

- 8.8. The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 8.9. The mediator must not determine the dispute.
- 8.10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

9. Annual general meetings

- 9.1. The committee may determine the date, time and place of the annual general meeting of the Association.
- 9.2. The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 9.3. The ordinary business of the annual general meeting shall be:
- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
 - (c) to elect officers of the Association and the ordinary members of the committee; and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- 9.4. The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

10. Special general meetings

- 10.1. In addition to the annual general meeting, any other general meetings may be held in the same year.
- 10.2. All general meetings other than the annual general meeting are special general meetings.
- 10.3. The committee may, whenever it thinks fit, convene a special general meeting of the Association.

- 10.4. If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- 10.5. The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- 10.6. The request for a special general meeting must:
 - (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- 10.7. If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 10.8. If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

11. Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

12. Notice of general meetings

- 12.1. The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 12.2. No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 12.3. A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

13. Quorum at general meetings

- 13.1. No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 13.2. Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- 13.3. If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
 - (a) in the case of a meeting convened upon the request of members, the meeting must be dissolved; and
 - (b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by notice to members given before the day to which the meeting is adjourned) at the same place.
- 13.4. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

14. Presiding at general meetings

- 14.1. The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- 14.2. If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

15. Adjournment of meetings

- 15.1. The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 15.2. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 15.3. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- 15.4. Except as provided in sub-rule 15.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

16. Voting at general meetings

- 16.1. Upon any question arising at a general meeting of the Association, a member has one vote only.
- 16.2. All votes must be given personally or by proxy.
- 16.3. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 16.4. A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid.

17. Poll at general meetings

- 17.1. If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 17.2. A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

18. Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands:

- (a) a declaration by the Chairperson that a resolution has been:
 - i. carried; or
 - ii. carried unanimously; or
 - iii. carried by a particular majority; or
 - iv. lost; and
- (b) an entry to that effect in the minute book of the Association, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

19. Proxies

- 19.1. Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

19.2. The notice appointing the proxy must be:

- (a) for a meeting of the Association convened under sub-rule 7.7 in the form set out in Appendix 1; or
- (b) in any other case, in the form set out in Appendix 2.

20. Committee of management

20.1. The affairs of the Association shall be managed by the committee of management.

20.2. The committee:

- (a) shall control and manage the business and affairs of the Association; and
- (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.

20.3. Subject to section 23 of the Act, the committee shall consist of:

- (a) the officers of the Association, each of whom shall be elected at the annual general meeting of the Association in each year; and
- (b) three ordinary members (or such higher number as determined by the committee from time to time), each of whom shall be elected at the annual general meeting of the Association in each year; and
- (c) so long as the City of Yarra is the Association's preferred squad training provider, any member of the Association appointed by City of Yarra (the "***City of Yarra Appointee***") who has responsibility for the triathlon and multisport training program run by the City Of Yarra.

21. Office holders

21.1. The officers of the Association shall be:

- (a) a President;
- (b) a Vice-President;
- (c) a Treasurer; and
- (d) a Secretary.

- 21.2. The same person may hold the office of Vice-President and Treasurer.
- 21.3. The provisions of rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule 21.1.
- 21.4. Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- 21.5. In the event of a casual vacancy in any office referred to in sub-rule 21.1, the committee may appoint one of its members (other than the City of Yarra Appointee) to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

22. Ordinary members of the committee and City of Yarra appointee

- 22.1. Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- 22.2. In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.
- 22.3. Subject to these Rules, a City of Yarra Appointee shall hold office until replaced by the City of Yarra.

23. Election of officers and ordinary committee members

- 23.1. A candidate may nominate himself or herself for election as an officer of the Association or as an ordinary member of the committee by giving notice to the Secretary not less than 7 days before the date fixed for the holding of the annual general meeting.
- 23.2. A candidate may only nominate himself or herself for one office (except that a person may nominate for both the office of Vice President and Treasurer), or as an ordinary member of the committee, prior to the annual general meeting.
- 23.3. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- 23.4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

23.5. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

23.6. The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

24. Vacancies

A committee member's position becomes vacant if that person:

- (a) ceases to be a member of the Association; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Act; or
- (c) resigns from office by notice given to the Secretary.

25. Meetings of the committee

25.1. The committee must meet at least 3 times in each year at such place and such times as the committee may determine.

25.2. Special meetings of the committee may be convened by the President or by any 4 members of the committee.

25.3. The committee may meet either in person, by telephone, video conference call or any other technology consented to by all the committee members. A consent may be a standing one. A committee member may only withdraw consent within a reasonable period before the meeting.

26. Notice of committee meetings

26.1. Notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.

26.2. Notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

27. Quorum for committee meetings

27.1. Any 3 officers and ordinary members of the committee (or such other number as determined by the committee from time to time) constitute a quorum for the conduct of the business of a meeting of the committee. The City of Yarra Appointee shall not be counted as part of the quorum.

27.2. No business may be conducted unless a quorum is present.

27.3. If within half an hour of the time appointed for the meeting a quorum is not present:

- (a) in the case of a special meeting—the meeting lapses;
- (b) in any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week.

27.4. The committee may act notwithstanding any vacancy on the committee.

28. Presiding at committee meetings

At meetings of the committee:

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

29. Voting at committee meetings

29.1. Subject to rule 29.3, questions arising at a meeting of the committee, or at a meeting of any subcommittee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

29.2. Subject to rule 29.3, each member present at a meeting of the committee, or at a meeting of any subcommittee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

29.3. The City of Yarra Appointee is not entitled to vote but may be heard.

30. Removal of officer and ordinary member of the committee

30.1. The Association in general meeting may, by resolution, remove any officer of the Association or ordinary member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.

30.2. A member who is the subject of a proposed resolution referred to in sub-rule 30.1 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.

30.3. 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.

31. Minutes of meetings

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

32. Funds

32.1. The Treasurer of the Association must:

- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
- (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

32.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.

32.3. The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

33. Seal

33.1. The common seal of the Association must be kept in the custody of the Secretary.

33.2. The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.

34. Notices

34.1. Any notice that is required to be given to a member or a committee member under these Rules may be given by:

- (a) delivering the notice to that person personally; or
- (b) sending it by prepaid post, addressed to the member or committee member at that person's address shown in the register of members; or
- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission, sent to the member or committee member at that person's email address shown in the register of members.

34.2. Any notice that is required to be given to the Secretary under these Rules may be given by:

- (a) delivering the notice to the Secretary personally; or
- (b) sending it by prepaid post, addressed to Secretary at the postal address of the Association as shown on the website; or
- (c) electronic transmission, sent to the Secretary at that person's email address as shown on the website.

34.3. Any notice given under sub-rules 34.1 or 34.2 will be taken to have been received by a person:

- (d) if given to that person personally, on the same day as it is personally given to that person; or
- (e) if sent to that person by prepaid post, 2 days after it is posted to that person; or
- (f) if sent to that person by facsimile transmission or electronic transmission, the day after it is sent to that person in that manner.

35. Winding up

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

36. Custody and inspection of books and records

- 37.1. Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 37.2. All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- 37.3. A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

APPENDIX 1

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF ASSOCIATION CONVENED
UNDER SUB-RULE 7.7**

I,

(name)

of

(address)

being a member of

(name of Incorporated Association)

appoint

(name of proxy holder)

of

(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote on my behalf at the
meeting of the Association convened under sub-rule 7.7, to be held
on

(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following
resolution: [*insert details of resolution passed under sub-rule 7.1*]

Signed

Date

APPENDIX 2

FORM OF APPOINTMENT OF PROXY

I,

(name)

of

(address)

being a member of

(name of Incorporated Association)

appoint

(name of proxy holder)

of

(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote on my behalf at the
*annual/*special general meeting of the Association to be held on

(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote *in favour of/*against the following resolution: [*insert
details of resolution*]

Signed

Date

*Delete if not applicable
