

Governing Rules for Fitzroy Frogs Triathlon Inc.

DOCUMENT CONTENTS

Version Control.....	2
INTRODUCTION	2
Association Details.....	2
Aims and Objectives	3
Responsible Persons (Management Committee)	3
Adoption of the Rules of Association	3
Further Information.....	3
RULES OF ASSOCIATION	4
1.0 Name of Association.....	4
2.0 Objects of Association	4
3.0 Membership.....	4
3.1 Type and Limits of Membership	4
3.2 Membership Fees.....	4
3.3 Becoming a Member.....	4
3.4 Cessation of Membership	4
3.5 Membership Appeal	5
3.6 Members Rights	5
3.7 Register of Members	5
4.0 Committees	5
4.1 General Sub-committee	5
5.0 Management of the Association.....	6
5.1 Management Committee	6
5.1.1 Election of Management Committee	6
5.1.2 Functions and Powers of the Management Committee	6
5.1.3 Resignation or Removal from Office	7
5.2 Casual Vacancy.....	7
5.3 Meeting Type, Frequency and Attendance.....	7
5.4 Meeting Resolutions.....	8
5.4.1 Special Resolutions.....	8
5.4.2 General Resolutions	8
5.5 Meeting and Minutes.....	8
5.6 Quorum.....	9
5.7 Use of Technology to Attend Meetings	9
6.0 Financial and Asset Management.....	9
6.1 Income and Property	9
6.2 Financial Authority.....	9
6.3 Bank Account.....	9
6.4 Financial Delegations	10
6.5 Financial Transactions.....	10
7.0 Amendment, Rescission or Addition to Rules of Association	10
8.0 Common Seal.....	10
9.0 Records of the Association	10
10.0 Financial Year.....	10
11.0 Dissolution.....	10
12.0 Matters Not Provided.....	11

Version Control.

Version	Description	General Review	Special Review
1.0 (September 2017)	Initial Document following incorporation	Annually at end of financial year	Upon amendment to incorporation details, committee membership or Constitution
2.0 (December 2019)	Update membership details. No significant change to content.	Annually at end of financial year	NA

INTRODUCTION

Association Details.

Name of Club:	Fitzroy Frogs Triathlon
Organisation Type:	Incorporated Association
Nominated Address:	19 Moren Street Frenchville, Qld 4701
President:	Craig McCormack
Treasurer:	Jo Marshall
Secretary:	Gracie Wellspring
Regulator:	Queensland Department of Justice and Attorney General
Incorporation Number:	IA57614
ABN:	70 758 087 326
Date of Incorporation:	2 nd March 2018
End of Financial Year:	30 th June

Aims and Objectives

The aims and objectives of the club are to:

- Offer coaching and competitive opportunities in the sport of triathlon
 - o provide opportunities for our members to be involved in coaching or officiating
- Promote the development of juniors within the sport of triathlon
 - o coaching juniors to be competitive
- Encourage the social element of Frogs Triathlon
 - o provide opportunities for members to keep fit, while enjoying themselves
- Promote the club within the local community and the wider triathlon community
- Ensure a duty of care to all club members
- To ensure that all present and future members receive fair and equal treatment

Responsible Persons (Management Committee)

Surname	Christian Name	Position	Contact Details (Phone and Email)
McCormack	Craig	President	0477711152 cwm65@me.com
Marshall	Joanne	Treasurer	0419 681 685 joanne@4jsqld.com.au
Wellspring	Gracie	Secretary	0408824010 gracie@yepoonaquaticcentre.com.au
Williams	Brett	Ordinary Member	0416120598 williams.brett@gmail.com

Adoption of the Rules of Association

The following pages contain the Rules of Association for Fitzroy Frogs Triathlon Inc. These were circulated to the unincorporated association's committee and adopted by a minimum $\frac{3}{4}$ majority on 1 December 2018.

Further Information

Further information regarding this Governing Document may be obtained from:

The Secretary
Fitzroy Frogs Triathlon Inc.
E: frogstri@gmail.com

RULES OF ASSOCIATION

1.0 Name of Association

The name of the incorporated association is **Fitzroy Frogs Triathlon Inc.** * (the association).

2.0 Objects of Association

The objects of the association are —

- Offer coaching and competitive opportunities in the sport of triathlon
- Promote the development of juniors within the sport of triathlon
- Encourage the social element of Frogs Triathlon
- Promote the club within the local community and the wider triathlon community
- Ensure a duty of care to all club members
- To ensure that all present and future members receive fair and equal treatment

3.0 Membership

Membership should consist of Committee members and officers of the club.

All members will be subject to the regulations of the constitution and by joining the club will be deemed to accept these regulations and codes of conduct that the club has adopted.

3.1 Type and Limits of Membership

The following types of membership apply to the association:

1. Full Member (must be registered with Triathlon Australia)
2. Social Member

Membership is unlimited.

3.2 Membership Fees

Membership fees will be set annually and agreed by the Management committee or determined at the Annual General Meeting. Fees are due annually on the 1st July or at commencement of membership for new members.

3.3 Becoming a Member

A person may become member of the association by:

1. Submitting a written application in the format approved by the association,
2. Paying membership fees set by the management committee at the Annual General Meeting, and
3. Being deemed acceptable by a majority vote of the management committee.

3.4 Cessation of Membership

A person's membership shall cease upon:

1. Written resignation by the individual member, or the later time nominated in that notice,
2. When the person has not paid their membership fees in arrears for a period of two months, or
3. Termination of membership resolved by a majority vote of the management committee (reasons may include but are not limited to breach of rules, conviction of an indictable offence and inappropriate behaviour).

Prior to termination of membership, the management committee shall invite the member to show cause within seven days, as to why their membership should not be terminated.

3.5 Membership Appeal

No formal appeal process is available in the event of membership refusal or termination.

3.6 Members Rights

All members have a right to:

- Attend meetings,
- Vote at meetings, and
- Hold a position on the management committee (unless unlawful to do so).
- Be treated in a fair and equal manner

3.7 Register of Members

The management committee shall maintain a Register of members consisting of at least the following particulars:

- The full name of the member
- The postal or residential address of the member,
- The email and contact phone number of the member
- The date of admission as a member,
- The date of resignation or termination, and
- The circumstances of resignation or termination;

The register shall be maintained as a record of the association.

Unless considered to be placing persons at risk, inspection of the register is available to any member upon request to management committee.

4.0 Committees

The association:

1. Shall maintain a Management Committee, responsible for administration of the club (further described in part 5 of this document), and
2. May appoint a General Sub-committee, responsible for operational matters such as event management, coaching clinics, junior development, social activities, etc.

4.1 General Sub-committee

Where a General Sub-committee is formed, it shall:

1. Be accountable to the Management Committee,
2. Operate in accordance with any instructions issued by the Management Committee, and
3. Function in an unofficial capacity; as such, not having any further guiding rules for sub-committee membership or management.

5.0 Management of the Association

5.1 Management Committee

The association shall maintain an elected management committee, comprising of at least three individuals, including the officers of President and Treasurer (must be separate people).

Each committee member must be a current member of the association and Triathlon Australia, 18 years or older and residing in Queensland.

Additional members shall be known as “ordinary committee members” or other titles as assigned by resolution of the committee.

Members of the Management Committee shall be elected annually at the Annual General Meeting.

5.1.1 Election of Management Committee

Election of the management committee membership:

- Shall occur annually at the annual general meeting, and
- May occur incidentally at a general meeting when filling a casual vacancy.

At each annual general meeting of the association, members of the management committee must retire from office, but are eligible, on nomination, for re-election.

Nominations for election to the management committee can be made by the individual candidate or another member of the association (proposing the candidate).

Nomination shall be in writing and provided to the secretary prior to the commencement of either the annual general meeting or general meeting in the case of filling a casual vacancy.

Nominations for election shall only be taken from the floor where there are no prior written nominations.

5.1.2 Functions and Powers of the Management Committee

The management committee has responsibility to administer the affairs, property and funds of the association.

The management committee has authority to interpret the meaning of the association rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

The functions of the management committee include:

- Ensuring the association function in accordance with the association rules and applicable laws,
- Management and administration of association activities via committee-based discussion, decision making and resolution, including accompanying documentation and communications
- Determining fees applicable to its membership,

- Financial management and decision making, including procurement and investment activities,
- Management of assets and other property belonging to the association,
- Review and control of association membership, including disciplinary matters arising,
- Consultation with other parties with whom the association has an interest (e.g. sponsors, youth service groups).

5.1.3 Resignation or Removal from Office

At any time an elected member of the management committee may:

- Resign their position by notifying the management committee, including a date at which the resignation shall take effect (resulting in a casual vacancy), or
- Be terminated by a resolution of a general meeting (resulting in a casual vacancy).

5.2 Casual Vacancy

In the event that an elected committee member cease in their duty for whatever reason, giving rise to a “casual vacancy”, the management committee may fill the casual vacancy with an unelected member of the association for a period of four (4) months, by which time, the position must be filled by an elected member.

If, as a result of vacancy, the committee is unable to attain a quorum, they may continue to act, but only with regards functions specifically targeting the restoration of an effective management committee (i.e. sufficient to achieve a quorum).

5.3 Meeting Type, Frequency and Attendance

The association shall conduct two types of meeting, these being:

1. A General Meeting, which shall attend to all affairs of the association other than those specifically applicable to the Annual General Meeting, and
2. An Annual General Meeting, addressing nomination and election of the management committee.

Meeting frequency shall be:

- General Meetings, quarterly (every 3 months), and
- Annual General Meeting, once a year, within six months of the end of the association’s financial year.

Grounds for calling a meeting may be of a general nature (information dissemination) or special nature (need to address specific issues).

Any current member of the association is entitled to attend meetings.

The Secretary, who shall provide a minimum of five (5) days notice to the association’s membership, shall call meetings.

When calling a meeting, the Secretary shall:

1. Provide a draft agenda, including reference to any general or special items of discussion,
2. Provide any available briefing papers/advice to accompany items, and
3. Invite additional agenda items to be submitted either in advance, or at the commencement of the meeting

Procedure of all meetings shall follow the agenda format approved by the management committee.

5.4 Meeting Resolutions

Any decision affecting the membership, operational, strategic, financial or administrative behaviour of the association that is not of an incidental nature shall be presented to a general meeting of the association and passed by a conforming resolution.

5.4.1 Special Resolutions

The following are deemed special resolutions:

- Name change of the Association
- Amend the *Rules of Association*
- Amalgamation with another association
- Decision to wind-up the Association
- Disbursement of assets upon winding-up
- Register as a cooperative
- Become a company limited by guarantee
- Approval of honorary members

A minimum of seven (7) days prior to the tabling of a special resolution, the Secretary shall inform association members with a right to vote of the proposed special resolution and meeting details applicable to the tabling of the resolution. The notice to members shall include the terms of the proposed special resolution.

To be declared as “passed” by the person residing over the meeting, a special resolution requires a minimum 75% affirmative vote from those attending the meeting and eligible to vote (current members of the association).

5.4.2 General Resolutions

All other resolutions (general resolutions) shall require a minimum 50% affirmative vote from those attending the meeting and eligible to vote (current members of the association).

5.5 Meeting and Minutes

Meeting minutes and associated correspondence shall be the responsibility of the secretary, who shall ensure:

- Accurate record of meeting discussion and resolutions,
- Timely write-up and circulation to committee members,
- Correction and re-issue as required.

Upon issue of minutes, committee members may provide feedback to the Secretary for correction and recirculation.

Formal verification of previous minutes shall be attained by minuted resolution at commencement of the subsequent committee meeting.

Meeting minutes shall be stored in a manner readily accessible to committee members (*nominally on shared cloud drive or Facebook site*) and provided to the association members within five (5) days upon request.

5.6 Quorum

No meeting of the association shall occur in the absence of a quorum.

The minimum number of members that must be present to validate a general meeting of the association shall be either:

- (a) At least the number of members elected or appointed to the association's management committee at the close of the association's last general meeting plus 1, or if applicable
- (b) If all members of the association are members of the association's management committee, the quorum is a simple majority.

The minimum number of elected (management committee) members that must be present to validate a meeting of the association shall be a simple majority.

If, after 60 minutes of the designated meeting start time, there is not a Quorum, the meeting shall be deemed to have lapsed and another meeting scheduled by those present.

If for whatever reason the quorum is lost in the course of a meeting (e.g. person has to leave), the meeting shall be adjourned until such time a further meeting can be assembled.

5.7 Use of Technology to Attend Meetings

Technology sufficient to allow a person to actively participate in the proceedings of the meeting (i.e. to hear, be heard and have access to items tabled at the meeting) may be used to include a remote participant(s) as having being present and counted in the quorum.

6.0 Financial and Asset Management

6.1 Income and Property

Income and property of the association may only be used for means of attaining association objects, including but not limited to:

- Triathlon related events,
- Payment for service delivery activities,
- Consumables and related expenses (e.g. equipment),
- Membership support (e.g. contribution to member event related costs)
- Promotions and marketing,
- Club development activities (e.g. coaching, membership development),
- Administrative costs (subscriptions, insurance, registration, licensing, etc).

6.2 Financial Authority

Only persons authorised by the Management Committee may incur and authorise expenditure on behalf of the association.

6.3 Bank Account

The association shall maintain a bank account in the name of the association and for the exclusive purpose of the association.

Apart from a petty cash float of no more than five hundred dollars (\$500), all monetary assets of the association shall be promptly deposited and retained in the bank account.

6.4 Financial Delegations

The following financial delegations shall apply to payment and expenditure:

- Payments of less than one hundred dollars (\$100) may be made from petty cash,
- Payments of less than one hundred dollars (\$100) may be authorised by one person,
- Payments in excess of one hundred dollars (\$100) must be authorised by two people,
- Expenditure in excess of two thousand dollars (\$2000) must be approved by resolution of the management committee, prior to commitment.

All expenditure shall be recorded and reported to the management committee.

6.5 Financial Transactions

Apart from petty cash, financial transactions shall be completed using electronic banking technology.

Use of electronic banking shall not preclude financial delegation constraints.

7.0 Amendment, Rescission or Addition to Rules of Association

Subject to the Act, these *Rules of Association* may be amended, repealed or added to by a special resolution carried at a general meeting. However an amendment, repeal or addition is valid only if registered by the chief executive.

8.0 Common Seal

The association shall maintain a rubber stamp “common seal” for use on outgoing formal communications.

The management committee shall keep the common seal secure.

When used, the signature of at least one committee member shall accompany the common seal.

9.0 Records of the Association

All records, books, title and other instruments belonging to the association shall be retained at the office of the association (if applicable) or in possession of a committee member decided by resolution of the committee.

10.0 Financial Year

The financial year of the Association shall end on June 30.

11.0 Dissolution

In the event of the organisation being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with

similar purposes, which is not-for-profit at law and which has rules prohibiting the distribution of its assets and income to its members.

12.0 Matters Not Provided

Matters not provided for in these Rules of Association but provided for in the Model Rules published by the State of Queensland shall be taken to be included in these rules.

- End of Document -