

**CONSTITUTION OF THE UNIVERSITY OF TASMANIA ATHLETICS CLUB
INCORPORATED**

As amended at AGM on 18th June 2017

1. Name of Club

The name of the Club shall be The University of Tasmania Athletics Club Incorporated (hereinafter called the Club). The Club's incorporation number is IA11683. The Club's ABN is 76 576 188 682.

2. Interpretation

(a) In this Constitution, unless the contrary intention appears –

“**Board**” means the Board of Management of the Club.

“**General Meeting**” means a meeting convened in accordance with rule 8;

“**ordinary Board person**” means a member of the Board to whom rule 6 relates.

“**EO**” or “**Executive Officer**” means a person appointed as Executive Officer of the Club by the Board. If an Executive Officer has not been appointed by the Board, all references to “EO” or “Executive Officer” in this Constitution will be taken to refer to the Chair of the Board.

“**Intellectual Property**” means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club.

(b) In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, emailing, and other modes of representing or reproducing words in a visible form.

(c) Words or expression contained in these rules will be interpreted in accordance with the provisions of the *Associations Incorporation Act 1964* (Tas) as is in force on the date on which these rules are adopted by the Club.

(d) The model rules created under the *Associations Incorporation Act 1964* (Tas) are displaced by this Constitution and do not apply except where this Constitution is silent.

3. Club Office

The office of the Club shall be at the Secretary's house or such other place as the Board may, from time to time, determine. The Club's mailing address will be UTAS Athletics Club, c/o- PO Box 5055, UTAS LPO, Sandy Bay, Tasmania, 7005.

4. Objectives and Purposes of the Club

The objectives of the club shall be to foster the sport of athletics for athletes of all ages and abilities, and to facilitate and promote the ideals and opportunities of competing for personal satisfaction through improved performance. As well as to promote the social aspects of athletics in Tasmania and to increase the community engagement of the university across the 3 Tasmanian campuses in the sport of athletics.

The income and property of the Club will be applied only towards the promotion of the Objects. No income or property will be paid or transferred directly or indirectly to any member except for payments to a member:

1. In return for any services rendered or goods supplied in the ordinary and usual course of business to the Club; or
2. Of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
3. Of reasonable rent for premises let by them to the Club.

5. Membership

The club shall consist of competing members, associate members and life members. The associate member category may also, at the discretion of the Board, include a category of social membership, administrative membership, officiating membership and coaching membership as well as any other membership deemed appropriate by the Board. Members shall be deemed to be financial members upon payment of such subscription as required by the Club and associated governing bodies, and completion of registration documentation using whatever method is used by the governing body at the time of registration. Club membership will also be open to all currently enrolled students at the University of Tasmania upon payment of the prescribed subscription fee as determined by the Board. Associate members who also hold a competing membership with another Tasmanian athletics clubs will be ineligible to vote at general meetings.

A person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) the termination of their Membership according to this Constitution or the By-Laws;
- (d) that Member no longer meeting the requirements for Membership according to this Constitution and/or the By-Laws.

For the purposes of this clause, a Member may resign as a member of the Club by giving 30 days written notice to the Board.

A Member who ceases to be a Member shall forfeit all right in and claim upon the Club or the Directors for damages or otherwise, or claim upon its property including the Intellectual Property.

The right of a Member to attend and vote at a General Meeting may, at the discretion of the Directors, be suspended while the payment of any subscription or other amount is in arrears.

6. Board of Management

The Board shall consist of 5 Elected Directors. The Board may allocate portfolios to Directors. The Board will appoint a Chair and a Public Officer from the Directors (who may be the same person). The term of appointment shall be from one AGM to the next AGM. Casual vacancies may be filled by the remaining directors. The Board may co-opt up to 2 additional directors if they act unanimously.

Nomination forms for Board positions shall be available from the Public Officer and completed forms should be forwarded to the Chair no later than 7 days before the date of the

Annual General Meeting, signed by a nominator, seconder, both of whom shall be members, and annotated by the nominee accepting the nomination, nominations will also be taken at the Annual General Meeting.

The Directors may pass a resolution without a Directors' meeting being held if the required majority of the Directors who are entitled to vote on the resolution sign a document (or email assent) containing a statement that they are in favour of the resolution set out in the document. Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director required to achieve the required majority signs.

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or insolvent under administration or makes any arrangement or composition with their creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns their office in writing to the Club;
- (e) is absent without the consent of the Board from meetings of the Board held during a period of 3 months;
- (f) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his interest;
- (g) after reasonable consideration by the Board it determines the Director:
 - a. has acted in a manner unbecoming or prejudicial to the Objects and/or interests of the Club and/or athletics; or
 - b. has brought himself, the Club, or athletics into disrepute,
- (h) provided the Director is first given the opportunity to make written or oral submissions to the Board before a determination is made;
 - a. is removed by Special Resolution; or
 - b. would otherwise be prohibited from being a director of a corporation

7. Management

The affairs of the Club shall, subject to the provisions of this Constitution and the by-laws, be managed by a Board of Management (hereinafter called "the Board"). The Board shall comprise the elected directors of the club.

An Executive Officer shall, subject to any direction of the Board, be responsible for the day to day administration of the Club. The EO will be appointed by the Board and the Board will have the power to suspend or remove the EO from office.

8. Meetings

- (a) An Annual General Meeting (AGM) shall be held in the period between 1st April and 30th June each year.
- (b) A Special General Meeting shall be held at the written requisition of ten (10) financial voting members (or 10 percent of financial voting members, whichever is less) or by the decision of the Board, and business conducted at such a Special General Meeting shall be limited to that listed in the requisition or notice of the Board.

- (c) A quorum at any General Meeting shall be 10, or a number equal to ten percent of the financial voting members of the club, whichever is less.
- (d) A quorum at a meeting of the Board shall be half of the total membership rounded down to nearest whole number.
- (e) The Club's financial year will finish on the 31st March each year.
- (f) Notice of a General Meeting of Members must be given to members at least 14 days prior to the meeting. A final Agenda is to be sent out at least 7 days prior to the meeting.
- (g) Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. However, this clause does not apply to a General Meeting convened by:
 - a. Voting Members
 - b. Directors at the request of Members
 - c. a Court
- (h) Proxy attendance/voting is only permitted if there is not a quorum of regular attendance members.

9. Voting

Voting rights at any General meeting shall be available to life members and financial competing members and associate members. A member who registers for an athletic year shall be deemed to be a financial member of the Club until the time determined by the Board for registrations to expire.

All members of the Board shall be eligible to vote at any meeting of the Board, providing that such member has no actual or perceived conflict of interest.

Should there be a tied vote, the motion will not pass.

10. Colours

The primary colours of the Club shall be red, yellow and black.

11. Life Members

- (a) The Board may recommend the appointment of Life Members of the Club to any Annual General Meeting. The nominee will be expected to have given exceptional service to the Club for a period of not less than 10 years. This period may be cumulative in one or more stages, and need not be consecutive. It would be expected that the nominee would have filled Board positions or any other role which exceeds the normal expectation of a club member.
- (b) The Life Membership shall be ratified upon a vote supported by 75% of those people present at the Annual General Meeting.
- (c) A Life Member shall not be required to pay subscriptions of the Club.
- (d) In exceptional circumstances, a Life Membership may be withdrawn if recommended by the Board and ratified by 75% of those present at the Annual General Meeting.

12. Affiliation

- (a) The Club shall be affiliated with Athletics Tasmania, and regional athletics branches

- in Tasmania as determined by the Board.
- (b) The Club shall be affiliated with the Tasmania University Union Inc.

13. Winding Up

Contributions of Members on winding up:

- (a) Each Voting Member must contribute to the Club's property if the Club is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
- a. payment of the Club's debts and liabilities contracted before their membership ceased;
 - b. the costs of winding up; and
 - c. adjustment of the rights of the contributories among themselves
- (c) The amount is not to exceed \$1.00.
- (d) No other Member must contribute to the Club's property if the Club is wound up.

Excess property on winding up

- (a) If on the winding up or dissolution of the Club, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
- a. having objects similar to those of the Club; and
 - b. whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

14. Grievances and Discipline of Members

Jurisdiction

All Members will be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Club whether under the By-Laws or under this Constitution.

By-Laws

The Board may make By-Laws for the hearing and determination of:

- (a) grievances by any Member who feels aggrieved by a decision or action of the Club; and
- (b) disputes between Members relating to the conduct or administration of athletics;
- a. for the discipline of Members;
 - b. for the formation and administration of an Appeals Tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question; and
 - c. for the termination of Members.
- (c) the Board in its sole discretion may refer an allegation (which in the opinion of the Board is not vexatious, trifling or frivolous) by a complainant (including but not only a Director or a Member) that a Member has:
- a. breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any other resolution or determination of the Board or any duly authorised committee; or

- b. acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Club and/or athletics; or
- c. prejudiced themselves, the Club or athletics or brought themselves, the Club or athletics into disrepute, for investigation or determination either under the procedures set down in the By-Laws or by such other procedure and/or persons as the Board considers appropriate.
- (d) During investigatory or disciplinary proceedings under this clause 8, a respondent, may not participate in athletics, pending the determination of such proceedings (including any available appeal) unless the Board decides continued participation is appropriate having regard to the matter at hand.
- (e) The Board need not act under this clause in respect of any appeal or other matter until satisfied that all avenues of appeal and/or hearing at Voting Member level have been exhausted first.
- (f) The Board may include in any By-Laws a final right of appeal to an independent body outside the control of athletics.

15. Sub-Committees

The Board can delegate their power through the creation of sub-committees as required. These committees are created and disbanded at the discretion of the Board, with their powers delegated to other committees as required. Ultimate responsibility for decisions made by any sub-committee lies with the Board. The role of committees are specified in the by-laws.

16. Amendment

This constitution may not be amended other than by a two thirds majority of financial voting members present at an Annual General or Special General meeting and where notice of the amendment is given in accordance with the provisions of the by-laws.

BY-LAWS

1. ACCOUNTS

The Board shall appoint a Finance Director who shall keep accounts of all receipts, expenditure, assets and liabilities of the Club and shall submit a financial report to every Board meeting. The Finance Director shall facilitate the keeping of any number of bank accounts at financial institutions as determined by the Board. The signatories to the Club's bank account(s) shall be the Board and the EO (if appointed).

2. AMENDMENT OF BY-LAWS

An amendment of the by-laws may be made by a two-thirds majority vote at any Board meeting, providing 7 days written notice has been provided to members of the Board.