Burnie Athletic Club Inc

Constitution

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Schedule One:

Terms of Reference and Roles and Functions of Permanent Burnie Athletic Club Committees

As Approved on 13th May 2024

1. Interpretation

In these rules, unless the context otherwise requires:

1.1. Accounting records has the same meaning as in the Act
1.2. Act means the Associations Incorporation Act 1964
1.3. Annual General Meeting means an Annual General Meeting of the Club held under Rule 11
1.4. Association means the Club or association referred to in Rule 2
1.5. Association has the same meaning as in the Act
1.6. Auditor means the person appointed as the auditor of the Association under Rule 1O
1.7. Authorised deposit-taking institution means a body corporate that is an authorised deposit-taking institution for the purposes of the Banking Act 1959 of the Commonwealth
1.8. Basic objects of the Association means the objects and purposes of the Association as stated in an application under Section 7 of the Act for the incorporation of the Association.
1.9. Committee means an event organising and programme committee referred to in Rule 9 and are known as Board Committees.
1.10. Board means Directors referred to in Rule 7
1.11. Financial year has the same meaning as in the Act
1.12. General Meeting means:
  1.12.1. an Annual General Meeting, or
  1.12.2. a Special General Meeting
1.13. Officer of the Association means a person elected as an officer of the Association at an Annual General Meeting or appointed as an officer of the Association
1.14. Ordinary business of an Annual General Meeting means the business specified in Rule 12
1.15. Ordinary committee member means a member of the committee other than an officer of the Association
1.16. Special General Meeting means a meeting of the Association, other than an Annual General Meeting, convened under Rule 11.2.1
1.17. Special Resolution has the same meaning as in the Act
1.18. The Club means the Burnie Athletic Club Inc.

2. The Club

2.1. The Club shall be called Burnie Athletic Club Inc. hereafter referred to as "the Club."
2.2. The office of the Club shall be at West Park Oval, Bass Highway, Burnie, or such other places as the Committee may, from time to time, determine.
2.3. The Club shall be incorporated in accordance with the legislative requirements of the Tasmanian Government Department of Justice.

3. The Objects and Purpose of the Club

The objects and purpose of the Club are:

3.1. To promote, organise and control (either in conjunction with or independently of any body or bodies) athletic and cycling sports, games, contests, exhibitions and events of all kinds. In particular to continue to organise and conduct the New Year Sports carnival.
3.2. To affiliate and cooperate with or assist any body, club, association or league which has the same or similar objectives, or whose objectives include the promotion of any branch of sport.
3.3. To maintain and grow the assets and finances of the Club.

3.4. In recognising that the competitive sports are exhilarating for spectators, the core purpose of community events such as the Club promotes, should be to inspire the wider population to become active and adopt healthy lifestyles choices through either organised sports or personal pursuits which instils fitness and wellbeing.

4. Powers of the Club

4.1. To acquire, hold, deal with, and dispose of any real or personal property.
4.2. To open and operate bank accounts.
4.3. To invest its money:
  4.3.1. In any security in which trust monies may be invested, or
  4.3.2. In any other manner authorised by the rules of the Club.
4.4. To borrow money upon such terms and conditions as the Club thinks fit.
4.5. To give such security for the discharge of liabilities incurred by the Club as the Club thinks fit.
4.6. To appoint agents to transact any business of the Club on its behalf.
4.7. To enter into any other contract the Club considers necessary or desirable.

5. Membership

5.1. Membership shall be open to any person who wishes to further the interests of the Club.
5.2. An application for membership shall be:
  5.2.1. Made on the prescribed "application for membership form."
  5.2.2. Nominated and seconded by an existing financial member of the Club.
  5.2.3. Signed by the applicant.
  5.2.4. Sit on the table from the date the nomination was tabled and then voted on at the following Board or General Meeting.
5.3. Each person admitted to membership shall be:
  5.3.1. Bound by the Constitution and By-laws of the Club.
  5.3.2. Come liable for such fees and subscriptions as may be fixed by the Club.
  5.3.3. Entitled to all advantages and privileges of membership.
5.4. Membership Categories:
  5.4.1. **Club Member** - Any person who is eighteen years or over and is a financial member of the Club is entitled to hold any office and enjoy the privileges of the Club.
  5.4.2. **Life Membership** - Any member who, for twelve years or greater, has given outstanding service to the Club may be proposed by the Executive as a Life Member. Any member may nominate a person for consideration for Life Membership. Nominations for Life Membership must be submitted in writing to the Secretary at least fourteen days prior to the Annual General Meeting. The Executive shall consider nominations which meet the selection criteria, put forward to members at the Annual General Meeting and be approved by a majority vote of members.
    5.4.2.1. Not more than two life members may be so elected in any one year.
    5.4.2.2. The total number of living life members shall at no time exceed a total of ten members.
  5.4.3. **Patron -** The Club may, at its discretion, elect a patron/s or vice patron/s of the Club for such period as may be deemed necessary. Such patron/s or vice patron/s shall not be eligible to vote unless they are current members of the Club under another category of membership.
5.5. The Secretary shall maintain an up to date register of members of the Club.

6. Termination of Membership

6.1. Any person's membership may be terminated by the following events:

6.1.1. Resignation.

6.1.2. False or inaccurate statements made in the member's application for membership of the Club, breach of any rule, regulation or by-law of the Club or commit any act detrimental to the Club.

6.2. The Board shall have the power to suspend or expel any member of the Club for any of the events in Rule 6.1 above.

6.3. Any member who is expelled, suspended or has their membership terminated shall have the right to appeal against their suspension or expulsion by presenting their case to the Board Meeting called for such purpose, and the decision of the Board Meeting shall be final.

7. Board

7.1. The organisation and programming of events shall be vested in the Board elected by the members at the Annual General Meeting and consisting of:

7.1.1. Chairperson

7.1.2. Vice Chairperson

7.1.3. Secretary/Public Officer

7.1.4. Treasurer

7.1.5. Board Members/Directors

7.1.5.1. The Board/Directors, including the Chairperson, Vice Chairperson, Secretary and Treasurer, shall consist of a maximum of 9 members.

7.1.5.2. The Board members, shall serve for 24 months. In the first election 4 members shall be elected for 24 months while the remaining 5 members shall be elected for 12 months. Subsequently all future Board members shall be elected for 24 months with a half Board election at each Annual General Meeting.

7.1.6. Qualification of Board members

7.1.6.1. A person is not qualified to be a Board member of the Club unless the person is an individual over the age of 18 years and is either:

7.1.6.2. (a) a current, financial member of the Club or;

7.1.6.3. (b) not a financial member but who possesses special skills in management or other technical areas of benefit to the Club as specified by the board from time to time.

7.1.6.4. A person qualified under subrule (7.1.6.3)(b) is known as an Independent Board member.

7.1.6.5. The Board must have a majority who are not Independent Board members.

7.2. A member's time on the Board shall comprise of no more than three consecutive terms with at least one term off the Board.

7.3. Board meetings shall be held at a least once every four months.

7.4. A quorum of the Board shall be a minimum of 5 of the elected Board members.

7.5. If the Chairperson or Vice Chairperson is unable to attend, then a chairperson nominated by the meeting shall chair that meeting.

7.6. A member of the Board may lose their seat on the Board for either of the following:

7.6.1. Absence from three or more meetings without leave of absence.

7.6.2. If found not to be a financial member.

7.6.3. If their membership is terminated under Rule 6.

8. Powers of the Board

8.1. The Board oversees the management of the Club and has the power to:

8.1.1. Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account.

8.1.2. Fix the manner in which such banking accounts shall be operated.

8.1.3. Recommend to members at the AGM, fees and subscriptions payable by members.

8.1.4. Adjudicate on all matters brought before it which in any way affect the Club.

8.1.5. Cause minutes to be made of all proceedings at meetings of the Board and General Meetings of members.

8.1.6. Form and appoint any committee/s as required for specific purposes.

8.1.7. Employ a person or persons to carry our certain duties required by the Club and pay salaries, remunerations or honorariums for such a period as may be deemed necessary.

8.1.8. Appoint a successor for any Board positions that become vacant until the next Annual General Meeting.

8.1.9. Appoint an officer/s or agent of the Board to have custody of the Club's records, documents and securities.

8.2. Chairperson of the Board

8.2.1. The Chairperson of the Board is to be elected by the Board and acts as chairperson of the Board.

8.2.2. If no Chairperson is elected or the Chairperson is not present within 15 minutes after the time fixed for holding the meeting or is unwilling to act as chairperson of the meeting, the Directors present may choose one of their number to be chairperson of the meeting until the Chairperson attends and/or is willing to act as chairperson.

8.2.3. The Chairperson may be removed, and a new Chairperson elected, by ordinary resolution of the Board.

8.2.4. The Chairperson at a Board meeting can exercise a casting vote (has two votes) in the case of a tied vote. This does not apply when the chairperson at a meeting is also an independent Board member.

9. Board Committees

9.1. The Board will establish committees to undertake tasks designated by the Board including operating each major activity of the Club including events.

9.2. The Board can establish:

9.2.1. Permanent Committees that are established by the Board to operate particular events of the Board that are undertaken on an ongoing basis.

9.2.2. Casual Committees that are established on as ‘as needs’ basis to undertake short term tasks on behalf of the Board such as providing business advice or bringing specialist skills or knowledge to the Board as and when required.

9.3. The Board may:

9.3.1. appoint a committee and

9.3.2. prescribe the powers and function of that committee.

9.4. The Board may co-opt as members of a committee such persons as it thinks fit, whether or not these persons are members of the association but a person so co-opted is not entitled to vote.

9.5. Each committee established by the Board shall have a majority of current Club members.

9.6. A quorum at a meeting of the committee is a majority of the committee's membership.

9.7. Board committees may not speak or act for the Board except when authorised to do so by the Board.

9.8. Committees and working parties, when approved by the Board, may co-opt expertise and assistance from outside the organisation in order to complete tasks required of it by the Board.

9.9. Committees will be used only when necessary and the number of committees kept to a minimum.

9.10. The roles, functions and activities of committees established to operate particular events undertaken by the Club are set out in Schedule One of this Constitution.

10. Auditor

10.1. The Annual General Meeting shall elect or appoint an independent Auditor or Auditors.

10.2. The Auditor/s shall examine and audit all the books and accounts of the Club annually, and have the power to call for all books, papers, accounts, receipts etc of the Club and report thereon to the Annual General Meeting.

11. Meetings

11.1. The Annual General Meeting

11.1.1. The Annual General Meeting of the Club must be held within four months of the end of the club's financial year.

11.1.2. The Secretary shall give at least fourteen (14) days notice of the date of the Annual General Meeting to members.

11.1.3. All financial members may attend the Annual General Meeting.

11.1.4. The quorum at the Annual General Meeting shall be a minimum of 15 members. If at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting there be no quorum the meeting shall stand and adjourn for one week. If at such meeting there is no quorum those members present shall be competent to discharge the business of the meeting.

11.1.5. The agenda for an Annual General Meeting shall be:

11.1.5.1. Opening of Meeting
11.1.5.2. Apologies
11.1.5.3. Confirmation of Minutes of previous Annual General Meeting
11.1.5.4. Presentation of Annual Report
11.1.5.5. Adoption of Annual Report
11.1.5.6. Presentation of Treasurer's Statement
11.1.5.7. Appointment of Auditor
11.1.5.8. Election of the Board
11.1.5.9. Determination of Annual Membership Fee
11.1.5.10. Notice/s of Motion

11.1.5.11. Urgent general business
11.1.5.12. Closure

11.2. General Meetings

11.2.1. General meetings may be called by the Board or at the request of the Chairperson and Secretary or on the written request of 6 members of the Club.

11.2.2. The Secretary shall give at least seven (7) days notice, in writing, of the date of the General Meeting to the members. Notice of General Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that General Meeting.

11.2.3. The quorum at the General Meeting shall be a minimum of 15 Members.

12. Voting

12.1. Voting powers at the Annual General Meeting and General Meetings:

12.1.1. The Chairperson shall be entitled to a deliberative vote, and in the event of a tied vote the Chairperson shall exercise a casting vote.

12.1.2. Each individual financial member present shall have one (1) vote.

13. Finance

13.1. All funds of the Club shall be deposited into the Club's accounts at such bank or recognised financial institution as the Board may determine.

13.2. A statement showing the financial position of the Club shall be tabled at each Board Meeting by the Treasurer.

13.3. A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report.

13.4. The financial year of the Club shall commence on 1st June each year. The accounts, books and all financial records of the Club shall be audited each year.

13.5. The signatories to the Club's account/s will be any two of the following:

13.5.1. Chairperson
13.5.2. Vice Chairperson
13.5.3. Secretary
13.5.4. Treasurer

13.6. All property and income of the Club will apply solely to the promotion of the objects of the Club and no part of that property or income shall be paid or otherwise distributed, directly or indirectly, to members except in good faith in the promotion of these objects.

13.7. Individual members of the committee shall not spend more than $300 without the consent of the Board and shall keep a record of such expenditure with vendor’s tax invoices.

14. Dissolution

14.1. If the Club is wound up, every member and every person who, within the period of twelve months immediately preceding the commencement of the winding up, was a member of the Club, is liable to contribute to the assets of the Club for payment of the debts or liabilities of the Club and for the costs, charges and expenses of the winding up.

14.2. Any liability shall not exceed $1.00.

14.3. If, on the winding up of the Club any property of the Club remains after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding

up, that property shall be distributed to another incorporated association having objects similar to those of the Club.

15. Insurances

15.1. The Club shall maintain Combined Liability Insurance (including Management Liability) with a bona fide insurer.

16. Alterations to the Constitution

16.1. No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting or General Meeting called for that purpose, and notice of all motions to alter, repeal or add to the Constitution shall be given to members fourteen (14) days prior to the Annual General Meeting or seven (7) days prior to a General Meeting called for such purpose.

16.2. The Secretary shall forward such notices of motion to each member at least fourteen (14) days prior to the Annual General Meeting or seven (7) days prior to a General Meeting.

16.3. Alterations to the by-Laws can only be made at Board Meetings provided notice of the proposed alteration/s has been duly notified· to Members.

16.4. Such motions or any part thereof shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to vote at the Annual General Meeting, General Meeting or Board Meeting as the case may be.

Schedule One

Terms of Reference and Roles and Functions of Permanent Burnie Athletic Club Committees

General

1. A permanent committee is more informal than the board of directors in that it generally may not have regular meetings, has limited delegated authority and is created primarily to plan and operate particular events undertaken by the Burnie Athletic Club. As such it has no legal basis.

2. The following is a general guide to the type of documentation that may be developed to guide the operations of each permanent committee. It is recommended that these Terms of Reference and roles of Functions be reviewed at least every three years.

    a. Name of the Committee
    b. Background and rationale for the Committee
    c. Focus of the Committee
    d. Constraints of the committee
    e. Membership and Appointment of the committee
    f. At least one Board member shall be appointed for each committee
    g. Term of membership
    h. Chairperson of the committee
    i. Meeting procedures
    j. Quorum
    k. Records
    l. Conflict of Interest
    m. Guiding Principles
    n. Event operating procedures

3. In the first instance the Committees to be established will cover the New Year Sports, Burnie 10 and 321Go events. For the 2024/25 period and by way of transition to the new structure, the Committees will be based on their existing membership and the Board will review membership in 2025 in consultation with each Committee

4. The Board will have a representative on each Committee