

**CONSTITUTION**  
**Of the**  
**“SAMOA TRIATHLON**  
**FEDERATION INCORPORATED“**

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## RULES

### PART 1 – PRELIMINARY

#### 1. NAME

The name of the Association is “SAMOA TRIATHLON FEDERATION INCORPORATED” as stated in the application to incorporate the Federation submitted to the Registrar of Companies or any other name adopted by the association and approved by the Registrar of Companies.

#### 2. OBJECTS AND PURPOSES

The objects and purposes of the Federation are:

(a) the Federation is formed for the purpose of:

- (i) Affiliating to Samoa Triathlon Federation Inc. all triathletes who are willing to abide by its Laws and rules.
  - (ii) Promoting the formation of an infrastructure of triathlon clubs with qualified coaches within Samoa.
  - (iii) Promoting the organisation, fixing dates and venues for championships, trials and other competitions.
  - (iv) Promoting and organising training courses for triathletes, coaches, technical officials and administrators within Samoa.
  - (v) Selecting triathletes and officials to represent Samoa Triathlon Federation Inc.
  - (vi) Formulating or adopting and implementing appropriate policies, including policies in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, infectious diseases and such other matters as arise from time to time as issues to be addressed in Triathlon;
  - (vii) Publishing a Samoa Triathlon Federation Inc. Manual of Guidance incorporating Competition Rules.
  - (viii) Co-operating with or affiliating to any organisation whose objectives support and do not conflict with those of Samoa Triathlon Federation Inc.
  - (ix) Producing and enforcing a Code of Ethics for Officials and Coaches.
  - (x) Having all events covered by appropriate insurance cover to protect the Federation from liability.
- (b) the Federation aims to ensure a high standard and quality for all sanctioned events promoting the sport of triathlon for all people who live in Samoa being mindful of the need to carry out all functions in a manner that promotes equality of opportunity between:
- (i) Persons of different religious belief, political opinion, racial group, age, marital status or sexual orientation.
  - (ii) Between men and women generally.
  - (iii) Between persons with a disability and persons without.
  - (iv) Between persons with dependants and persons without.
- (c) the Federation aims to promote the participation of children by creating a culture of safety and fun and all Federation officials should ensure that this fundamental principle takes precedence over all other considerations;

- (d) that the Federation will apply its profits (if any) or other income in promoting its objects; and
- (e) that the Federation will prohibit the payment of any dividend or payment in the nature of a dividend to its members.

### 3. CONSTITUTIONAL POWER

- (a) The Federation is recognised by the Samoa Government, the Samoa Association of Sports and National Olympic Committee (SASNOC) Association and other government and sporting organisations as the controlling body in Samoa for Triathlon;
- (b) The association is the only Samoa national sporting body affiliated to the ITU in respect of Triathlon under the provisions of the constitution of the ITU.
- (c) The Federation has, under its affiliation to the ITU, agreed to be bound by the constitution of the ITU.
- (d) The Federation will use its best endeavours to comply with and be bound by the standards and technical requirements set out in the ITU Competition Rules and will apply where possible those standards and technical requirements to all triathlon races in Samoa that are sanctioned by the Federation.
- (e) the Federation will, to the best of its ability, uphold and enforce the policies and procedures as published from time to time by the ITU;
- (g) the Federation will, to the best of its ability, uphold and enforce the doping policy of the ITU and will, to the best of its ability ensure that its Members uphold the doping policy of the ITU.6

### 4. DEFINITIONS & INTERPRETATIONS

4.1 In these Rules, except in so far as the context or subject-matter otherwise indicates or requires:

“Annual General Meeting” means the annual general meeting of the Company conducted in accordance with Part 4.

“Aquathlon” means the sport comprising the combination of the disciplines of swimming and running.

“Federation” means the Federation incorporated under the Act referred to in Rule 1.

“Committee” means, subject to the provision set out in these Rules, any Standing, Disciplinary, Investigative or Sub-Committee of the Governing Council of the Federation;

“Constitution” means this Constitution of the Federation.

“Duathlon” means the sport comprising the combination of the disciplines of cycling and running.

“Financial Year” means the year ending 31 December in each year.

“ITU” means the International Triathlon Union, the world governing body for Triathlon under the jurisdiction of an international governing body recognised by the International Olympic Committee, Conseil Internationale du Sport Militaire or General Association of International Sports Federations and presently known as the International Triathlon Union.

“ITU Competition Rules” means the competition rules published by the ITU as amended from time to time which prescribes the rules and regulations for the conduct of Triathlon races.

“Objects” mean the Objects of the Federation in Rule 2.

“Members” means the categories of members as created in accordance with Rule 6.

“Secretary” means:

a. the person holding office under the Rules as a secretary of the Association; or

b. where no such person holds that office, the public officer of the Federation.

“Special general meeting” means a general meeting of the Federation other than an annual general meeting.

“the Act” means the Associations Incorporation Act (Chapter No. 142).

“the Regulation” means the Associations Incorporation Regulation made under the Act.

“Triathlon” means the sport comprising the combination of the disciplines of swimming, cycling and running and includes the sports of Duathlon, Aquathlon and its related other multi-sports.<sup>7</sup>

4.2 The provisions of the Interpretation 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.

4.3 Words importing the masculine or feminine gender include the feminine and masculine gender respectively;

4.4 Words importing the singular or plural include the plural and singular respectively;

4.5 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification of it not in force when these articles become binding on the Federation.

## PART 2 - MEMBERSHIP

### 5. MEMBERSHIP QUALIFICATIONS

A person is qualified to be a member of the Federation if the person is a natural person who:

- (a) Supports the objects and the purposes of the Federation as stated in Rule 2; and
- (b) Has been nominated for membership of the Federation as provided by Rule 2; and
- (c) Has been approved for membership of the Association by the committee of the Federation.

### 6. TYPES OF MEMBERSHIP

#### 6.1 Ordinary Member

An ordinary member is any person who resides in Samoa and has been accepted for ordinary membership.

#### 6.2 Associate Member

Shall be open to persons 11 years or over who reside outside Samoa or non competing persons who would be eligible for full membership. Associate members shall not be entitled vote or to hold office in Samoa Triathlon Federation Inc. And shall not represent Samoa Triathlon Federation Inc. except with specific approval of the Governing Council on every individual occasion.

### 6.3 Honorary Member

The Council may admit such persons as Honorary Members as they shall from time to time decide, upon such conditions and with such privileges as they may decide.

Honorary members shall have the same rights as Ordinary members, save that Honorary members shall only be entitled to attend and vote at a General Meeting where they are fully subscribed Ordinary members.

### 6.4 Life Member

The Council may admit as Life Members persons who have rendered outstanding service to the cause of Triathlon or Samoa Triathlon Association Inc., upon such conditions and with such privileges as they may decide. Life members shall have the same rights as Ordinary members, save that Life members shall only be entitled to attend and vote at a General Meeting where they are fully subscribed Ordinary members.

## 7. NOMINATION FOR MEMBERSHIP

7.1 A nomination of a person for membership of the Federation.

(a) shall be made in writing by a member of the Association and seconded by a member of the Federation in the form set out in Appendix 1 to these Rules; and

(b) shall be lodged with the secretary of the Federation.

7.2 As soon as practicable after receiving a nomination for membership, the secretary shall refer the nomination to the committee which shall determine whether to approve or to reject the nomination.

7.3 Where the committee determines to approve a nomination for membership, the secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of one month after receipt by the nominee of the notification the sum payable under these Rules by a member as entrance fee and annual subscription.

7.4 The secretary shall, on payment by the nominee of the amounts referred to in Clause

7.3 within the period referred to in that clause, enter the nominee's name in the register of members and upon the name being so entered, the nominee becomes a member of the Federation.

## 8. CESSATION OF MEMBERSHIP

A person ceases to be a member of the Federation if the person:

(a) dies;

(b) resigns that membership; or

(c) is expelled from the Federation.

## 9. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a member of the Federation:

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates upon cessation of the person's membership.

#### **10. RESIGNATION OF MEMBERSHIP**

10.1 A member of the Association is not entitled to resign that membership except in accordance with this Rule.

10.2 A member of the Federation who has paid all amounts payable by the member to the Federation in respect of the member's membership may resign from membership of the Federation by giving notice (being not less than 1 month or not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and upon the expiration of the period of notice, the member ceases to be a member.

10.3 A member of the Federation who has not paid all fees and subscriptions due under Rule 12.2 by the date specified in Rule 12.2 (a) is deemed to have resigned one month after the date specified in Rule 12.2(a).

10.4 Where a member of the Federation ceases to be a member pursuant to Clause 10.2 or 10.3, and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

#### **START OF MEETING 4/11/13**

#### **11. REGISTER OF MEMBERS**

11.1 The public officer of the Federation shall establish and maintain a register of members of the Federation specifying the name and address and contact information of each person who is a member of the Federation together with the date on which the person became a member.

11.2 The register of members shall be kept at the principal place of administration of the Federation and shall be open for inspection, free of charge, by any member of the Federation at any reasonable hour.

#### **12. FEES AND SUBSCRIPTIONS**

12.1 A member of the Federation shall, upon admission to membership, pay to the Association a fee of determined by the Committee or, where some other amount is determined from time to time by the Federation at the annual general meeting.



12.2 In addition to any amount payable by the member under Clause 12.1, a member of the Federation shall pay to the Federation an annual membership fee determined by the committee or, where some other amount is determined from time to time by the committee, that other amount:

- (a) except as provided by paragraph (b), before 1 March in each calendar year; or
- (b) where the member becomes a member on or after 1 March in any calendar year, upon becoming a member and before 1 March in each succeeding calendar year.

### 13. MEMBERS' LIABILITIES

The liability of a member of the Federation to contribute towards the payment of the debts and liabilities of the Federation or the cost, charges and expenses of the winding up of the Federation is limited to the amount, if any, by the member in respect of membership of the Federation as required by Rule 12.

### 14. DISCIPLINING OF MEMBERS

14.1 Where the committee is of the opinion that a member of the Federation:

- (a) has persistently refused or neglected to comply with a provision or provisions of these Rules; or<sup>10</sup>
- (b) has persistently and willfully acted in a manner prejudicial to the interests of the Federation; the committee may, by resolution:
- (c) expel the member from the Federation; or
- (d) suspend the member from membership of the Federation for a specified period.

14.2 A resolution of the committee under Clause 14.1 is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than one month after service on the member of a notice under Clause 14.3, confirms the resolutions in accordance with this Rule.

14.3 Where the committee passes a resolution under Clause 14.1, the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:

- (a) setting out the resolution of the committee and the grounds on which it is based;
- (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than one month after service of the notice;
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member do either or both of the following:
  - (ii) attend and speak at that meeting;
  - (iii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.

14.4 At a meeting of the committee held as referred to in Clause 14.3, the committee shall:

- (a) give to the member an opportunity to make oral representations;
- (b) give due consideration to any written representations submitted to the committee by the member at or prior to that meeting; and
- (c) by resolution determine whether to confirm or to revoke the resolution.

14.5 Where the committee confirms a resolution under Clause 14.4, the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under Rule 15.

14.6 A resolution confirmed by the committee under Clause 14.4 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 the Federation confirms the resolution pursuant to Rule 15.4.

## 15. RIGHT OF APPEAL OF DISCIPLINED MEMBER

15.1 A member may appeal to the Federation in general meeting against a resolution of the committee which is confirmed under Rule 13.4 within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.

15.2 Upon receipt of a notice from a member under Clause 15.1, the secretary shall notify the committee which shall convene a general meeting of the Federation to be held within 21 days after the date on which the secretary received the notice.

15.3 At a general meeting of the Federation convened under Clause 15.2:

- (a) no business other than the question of the appeal shall be transacted;
- (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing or both; and
- (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

15.4 If at the general meeting the Federation passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## PART 3 - THE COMMITTEE

### 16. POWERS, ETC OF THE COMMITTEE

The committee shall be called the committee of management of the Federation and, subject to the Act, the Regulation and these Rules and to any resolution passed by the Federation in general meeting:

- (a) shall control and manage the affairs of the Federation;

(b) may exercise all such functions as may be exercised by the Federation other than those functions that are required by these Rules to be exercised by a general meeting of members of the Federation; and

(c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Federation.

(d) The Committee has power to borrow or raise money shall only be exercised pursuant to a resolution of the Executive Committee passed at General Meeting

## 17. CONSTITUTION AND MEMBERSHIP

17.1 The committee shall consist of:

(a) the office-bearers of the Federation; and

(b) three ordinary members, each of whom shall be elected at the annual general meeting of the Federation pursuant to Rule 17.

17.2 The office-bearers of the Federation shall be:

(a) the president;

(b) the vice-president;

(c) the treasurer; and

(d) the secretary.

17.3 Each member of the committee shall, subject to these Rules, hold office until the conclusion of the annual general meeting in the subsequent year following the date of the member's election, but is eligible for re-election.<sup>12</sup>

17.4 In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Federation to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

## 18. ELECTION OF MEMBERS

18.1 Nominations of candidates for election as office-bearers of the Federation or as ordinary members of the committee.

(a) shall be made in writing, signed by 2 members of the Federation and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) shall be delivered to the secretary of the Federation not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

18.2 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected with effect from the conclusion of the annual general meeting and further nominations in respect of the unfilled vacancies shall be received at the annual general meeting.

18.3 If insufficient further nominations are received, any vacant positions remaining on the committee after the conclusion of the annual general meeting shall be deemed to be casual vacancies.

18.4 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 with effect from the conclusion of the annual general meeting;

18.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

18.6 The ballot for the election of office-bearers and ordinary members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

18.7 A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.

#### **ARTICLE 19 — OFFICERS AND ELECTED EXECUTIVE COMMITTEE MEMBERS:**

All officers and elected executive members shall be entitled to speak and vote at any meeting of the Federation at which they form part of the quorum.

The following Officers shall be elected from the members of the Association on a date which shall be fixed by the Executive Committee.

##### **(a) President**

(i) The President shall be elected by a ballot vote at an Annual General Meeting and shall serve for a term of one year or until his successor is elected. He shall be eligible for re-election.

(ii) The President shall preside at all Annual and Special General Meetings and Executive Committee Meetings and shall be responsible for the proper conduct of business at all such meetings. He shall sign the minutes of each meeting at the time they are approved. He shall have an original and a casting vote at these meetings. He shall ex-officio be a member of all Committees and Sub-Committees.

(iii) The President shall see to it that all officers of the Federation perform their duties in conformity with the Constitution and By-laws and the directions of the Annual General Meeting and the Executive Committee. He shall endeavor to secure the observance by all of the Association's Constitution and By-laws and the decisions of the General Meetings and the Executive Committee. In the case of unsatisfactory performance of duties he may use such authority as the occasion demands pending a meeting of the Executive Committee.

(iv) The President shall generally be responsible for the proper management of the Federation's affairs.

##### **(b) Vice President:**

(i) The Vice President shall be elected by a ballot vote at an Annual General Meeting and shall serve for a term of one year or until his successor is elected. He shall be eligible for re-election

(ii) In the absence of the President or at his request the Vice President shall preside at the Annual General Meeting, Special General Meetings and Executive Committee Meetings and when so acting shall exercise all the powers of and be subject to the same limitations imposed on the President.

(iii) The VP shall assist the President in the performance of duties and responsibilities and shall perform such other functions as may be assigned to him by the President, Executive Committee or a General Meeting from time to time.

(iv) In the absence of the President, the Executive Committee shall direct that the VP performs the duties of the President and he shall be subject to the same limitations as the President.

(c) Secretary:

(i) The Secretary shall be elected by ballot vote at an Annual General Meeting and shall hold office for a term of two (2) One years or until his successor is elected. He shall be eligible for re-election.

(ii) The Secretary shall have charge of the records of the Association and correspondence and general office business. He shall conduct the business of the Association in accordance with the Constitution and By-laws and shall carry out the instructions of the General Meetings and Executive Committee and Sub-Committees.

(iii) He shall convene and attend Annual and Special Meetings and Executive Committee Meetings and shall cause to be recorded the minutes of the proceedings of such Meetings.

(iv) He shall prepare or cause to be prepared an Annual Report for submission to the Annual General Meeting subject to the approval of the Executive Committee.

(v) He shall, on the authority of the Executive Committee, bring or defend or cause to be brought or defended by action, suit, prosecution or complaint, in any Court of Law or Equity, any matter touching or concerning the property, right or claims of the Federation.

(vi) He shall summon an Executive Committee Meeting or a Special General Meeting whenever necessary or when directed to do so by the President.

## 19. SECRETARY

19.1 The Secretary of the Federation shall, as soon as practicable after being appointed as secretary, lodge notice with the Federation of his or her address.

19.2 It is the duty of the secretary to keep minutes of:

- (a) all appointments of office-bearers and members of the committee;
- (b) the names of members of the committee present at a committee meeting or general meeting; and
- (c) all proceedings at committee meetings and general meetings.

19.3 Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## 20. TREASURER

It is the duty of the treasurer of the Association to ensure that:

- (a) all money due to the Federation is collected and received and that all payments authorized by the Federation are made;
- (b) correct books and accounts are kept showing the financial affairs of the Federation including full details of all receipts and expenditure connected with the activities of the Federation; and
- (c) all monies received are to be banked forthwith in the Federation bank account and all payments made are to be made by cheque.

## 21. CASUAL VACANCIES

For the purposes of these Rules, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies;
- (b) ceases to be a member of the Federation;
- (c) becomes an insolvent under administration within the meaning of the Insolvency Act;
- (d) resigns office by notice in writing given to the secretary;
- (e) is removed from office under Rule 22;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

## 22. REMOVAL OF A MEMBER

22.1 The Association in a general meeting may by resolution remove any member of the committee from office before the expiration of the member's term of office and may by resolution remove any member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

22.2 Where a member of the committee to whom a proposed resolution referred to in Clause 22.1 relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Federation, the secretary or the president may send a copy of the representations to each member of the Federation or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## 23 MEETING AND QUORUM

23.1 The committee shall meet at least once in every 3 months at such place and time as the committee may determine.

23.2 Additional meetings of the committee may be convened by the president or by any member of the committee.

23.3 Oral or written notice of a meeting of the committee shall be given by the Secretary to each member of the committee at least 3 days (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.

23.4 Notice of a meeting given under Clause 23.3 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 committee members present at the meeting unanimously agree to treat as urgent business.

23.5 Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

23.6 No business shall be transacted by the committee unless a quorum is present and if within half an hour of 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.

23.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

23.8 At a meeting of the committee:

- (a) the president or, in the president's absence, the vice-president shall preside; or
- (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee, as may be chosen by the members present at the meeting, shall preside.

## 24 DELEGATION BY COMMITTEE TO SUB-COMMITTEE

24.1 The Committee may, by instrument in writing, delegate to one or more subcommittees (consisting of such member or members of the Federation as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function which is a duty imposed on the committee by the Act or by any other law.

24.2 A function the exercise of which has been delegated to a sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

24.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.

24.4 Notwithstanding any delegation under this Rule, the committee may continue to exercise any function delegated.

24.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rules has the same force and effect as it would have if it had been done or suffered by the committee.

24.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.

24.7 A sub-committee may meet and adjourn as it thinks proper.

## 25 VOTING AND DECISIONS

25.1 Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

25.2 Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote, but in the event of an Equality of votes on any question, the person presiding may exercise a second or casting vote.

25.3 Subject to Rule 23.5, the committee may act notwithstanding any vacancy on the committee.

25.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## PART 4 - GENERAL MEETINGS

### 26 HOLDING OF ANNUAL GENERAL MEETINGS

26.1 With the exception of the first annual general meeting of the Federation, the Federation shall at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Federation, convene an annual general meeting of its members.

26.2 The Federation shall hold its first annual general meeting:

(a) within the period of 18 months after its incorporation under the Act; and

(b) within the period of 6 months after the expiration of the first complete financial year of the Association.

### 27 CALLING OF AND BUSINESS AT ANNUAL GENERAL MEETINGS



27.1 The annual general meeting of the Federation shall, subject to the Act and to Rule 26, be convened on such date and such place and time as the committee thinks fit.

27.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the committee reports upon the activities of the Association during the last preceding financial year;
  - (c) to elect office-bearers of the Federation and ordinary members.
- 27.3 An annual general meeting shall be specified as such in the notice convening it.

## 28 CALLING OF SPECIAL GENERAL MEETINGS

28.1 The committee may, whenever it thinks fit, convene a special general meeting of the Federation.

28.2 The committee shall, on the requisition in writing of not less than 5% of the total number of members, convene a special general meeting of the Federation.

28.3 A requisition of members for a special general meeting:

- (a) shall state the purpose or purposes of the meeting;
- (b) shall be signed by the members and making the requisitions;
- (c) shall be lodged with the secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

28.4 If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

28.5 A special general meeting convened by a member or members as referred to in Clause 28.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the Federation for any expense so incurred.

## 29 NOTICE

29.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Federation, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

29.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Federation, the secretary shall, at least 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 Clause 29.1 specifying, in addition to the matter required under Clause 29.1, the intention to propose the resolution as a special resolution.

29.3 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 annual general meeting, business which may be transacted pursuant to Rule 29.2.

29.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### 30 PROCEDURE

30.1 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.

30.2 Five members present in person (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.

30.3 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 time and (unless another place is specified at the time of the 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.

30.4 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 3) shall constitute a quorum.

### 31 PRESIDING MEMBER

31.1 The president or, in the president's absence, the vice-president, shall preside as chairperson at each general meeting of the Association.

31.2 If the president and the vice president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

## 32 ADJOURNMENT

32.1 The chairperson of 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.

32.2 Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the Federation stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

32.3 Except as provided in Clause 32.1 and 32.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## 33 MAKING OF DECISIONS

33.1 A question arising at a general meeting of the Federation 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 chairperson 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 the Federation, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

33.2 At a general meeting of the Federation, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.

33.3 Where a 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 chairperson of 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 chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

## 34 SPECIAL RESOLUTION

A resolution of the Federation is a special resolution if it is passed by a majority which comprises not less than three-quarters of such members of the Federation as, being entitled under these Rules so to do, vote in person

or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

### 35 VOTING

35.1 Upon any question arising at a general meeting of the Federation, a member has one vote only.

35.2 All votes shall be given personally or by proxy but no member may hold more than 5 proxies.

35.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

35.4 A member or proxy is not entitled to vote at any general meeting of the Federation unless all money due and payable by the member or proxy to the Federation has been paid, other than the amount of the annual subscription payable in respect of the then current year.

### 36 APPOINTMENT OF PROXIES<sup>19</sup>

36.1 Each member shall be entitled to appoint another member as 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.

36.2 The notice appointing the proxy shall be in the form set out in Appendix 2 to these Rules.

### 37 RESOLUTIONS

A resolution of the Association may not be made by postal ballot but must be made at a meeting of the Federation.

## PART 5 – MISCELLANEOUS

### 38 SOURCE OF FUNDS

38.1 The funds of the Federation shall be derived from competition fees and annual subscriptions of members, donations and, subject to any resolution passed by the Federation in general meeting, such other sources as the committee determines.

38.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Federation bank account.

38.3 The Federation shall, as soon as practicable after receiving any money issue an appropriate receipt.

### 39 MANAGEMENT OF FUNDS

39.1 Subject to any resolution passed by the Federation in general meeting, the funds of the Federation shall be used in pursuance of the objects of the Federation in such manner as the committee determines.

39.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the committee or employees of the Federation, being members or employees authorized to do so by the committee.

#### 40 ALTERATION OF OBJECTS AND PURPOSES AND RULES

The objects and purposes of the association (other than those stated at Rule 2 (d) and 2 (e)) and these Rules may be altered, rescinded or added to only by a special resolution of the Federation.

#### 41 AUDIT AND ACCOUNTS

The financial affairs of the Federation shall be audited at least once in every period of 12 months by the auditor appointed by the Annual General Meeting.

Powers and duties of the Auditor.

The Auditor shall:-

- (a) certify to the correctness of the financial statements or the profit and loss account;20
- (b) have free access to all books of accounts and records of the Federation;
- (c) inspect and audit the accounts and records of financial transactions and draw the attention to the Committee to any irregularities;
- (d) state in his or her report in his or her opinion whether :-
  - (iv) the financial statements or the profit and loss account are properly drawn up so as to give a fair view of the association's financial affairs;
  - (v) that the books of accounts and other records examined by him or her have been properly kept; and
  - (vi) that he or she has obtained all the information and explanations he or she required. The Auditor may be removed from office by a special resolution of the Federation at a general meeting or at the expiration of his or her tenure of office.

#### 42 COMMON SEAL

42.1 The common seal of the Federation shall be kept in the custody of the public officer.

42.2 The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

42.3 The common seal of the Federation shall:-

- (a) bear the name of the Federation in full;
- (b) shall state that it is the common seal; and

(c) subject to the Act, be in a form, size and shape as approved by the committee from time to time.

#### 43 CUSTODY OF BOOKS, ETC

Except as otherwise provided by these Rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

#### 44 INSPECTION OF BOOKS, ETC

The records, books and other documents of the Federation shall be open to inspection, free of charge, by a member of the Association at any reasonable hour on a business day.

#### 45 SERVICE OF NOTICES<sup>21</sup>

45.1 For the purpose of these Rules, a notice may be served by or on behalf of the Federation upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.

45.2 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.

#### 46 WINDING UP OF THE Federation

If it is resolved that the Federation be wound up then it shall be wound up in accordance with the provisions of the Federation Incorporation Act.<sup>22</sup>

#### 46 Registered Office

The registered office of the Samoa Triathlon Federation Incorporated is located at Lotemau Centre, Ground Floor, c/- Village Life Group Office, PO Box 2601, Apia, Samoa.

#### APPENDIX 1

## SAMOA TRIATHLON FEDERATION

## MEMBERSHIP

Membership of the Federation is prescribed in the Constitution, Part 2, Part 2 and governed by Rule 2 of the same Constitution. Application for membership is made in writing by a member of the association (6.4) and approved by the Membership committee of the Federation.

### Types of Membership:

Ordinary Member

Associate Member

Honorary Member

Life Member

I \_\_\_\_\_ a member of the association hereby nominate \_\_\_\_\_ for membership of the Samoa Triathlon Federation / Apia Sports Club for the purposes of the Federation set out in Rule 2 of the Constitution.

Nominee: \_\_\_\_\_  
Name / Signatory

Applicant Member: \_\_\_\_\_  
Name / Signature

Approve: \_\_\_\_\_