

**CONSTITUTION  
OF  
“COOK ISLANDS TRIATHLON  
ASSOCIATION INCORPORATED”**

# CONSTITUTION OF COOK ISLANDS TRIATHLON ASSOCIATION INCORPORATED

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## **RULES**

### **PART 1 – PRELIMINARY**

#### **1. NAME**

The name of the Association is “**COOK ISLANDS TRIATHLON ASSOCIATION INCORPORATED**” (“the Association”)

#### **OBJECTS AND PURPOSES**

The objects and purposes of the Association are:

(a) To act as the sole controller and governing body, to promote, sponsor, develop and encourage Triathlon and Multisport.

(b) To organize and promote events, races and competitions and such individual discipline events, races and competitions as are associated with Triathlon and Multisport.

(c) To adopt and enforce all rules and regulations as published by the International Triathlon Union.

(d) To foster competition and championships of any two or more of the disciplines referred to in paragraph (a) above.

(d) To promote social activities and camaraderie amongst the Members.

(e) To use the funds of the Association in such a manner as may be considered necessary or in carrying out the objects of the Association.

(f) To promote the formation of regional and national bodies with similar objectives to the Association.

(g) To affiliate with any society, club or association having similar objects or to join, co- operate with or subscribe to the funds of the purpose of better attaining or otherwise furthering the objects or interests of the Association or the Full Members

(h) To raise money in any manner to further any of the objects.

(i) To do all such things as are conducive or incidental to the attaining of the Associations objects or any of them.

#### **2. CONSTITUTIONAL POWER**

(a) The Association is recognized by the Cook Islands as the controlling body for Triathlon and Multisport.

(b) The Association is the only Cook Islands national sporting body affiliated to the ITU in respect of Triathlon under the provisions of the constitution of the ITU.

(c)The Association has, under its affiliation to the ITU, agreed to be bound by the constitution of the ITU.

(d)The Association will use its best endeavors 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 the Cook Islands that are sanctioned by the Association.

(e)The Association will, to the best of its ability, uphold and enforce the policies and procedures as published from time to time by the ITU;

### **3. DEFINITIONS & INTERPRETATIONS**

3.1 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.

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

“Association” means the Cook Islands Triathlon Association Incorporated under the Incorporated Societies Act 1908.

“Constitution” means this Constitution of the Association.

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

“Executive Committee” means the Executive Committee of the Association.

“Financial Year” means the year ending 30 June in each year.

“ITU” means the International Triathlon Union, the governing body for Triathlon.

“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 Association in Rule 1.

“Members” means the categories of members as created in accordance with Rule 5.

“Secretary” means: the person holding office under the Rules as a secretary of the Association.

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

“the Act” means the Incorporated Societies Act 1908

“Triathlon” means the sport comprising the combination of the disciplines of swimming, cycling and running and includes the sports of Duathlon, Aquathon and its related other multi-sports.

- 3.2 Words importing the masculine or feminine gender include the feminine and masculine gender respectively;
- 3.3 Words importing the singular or plural include the plural and singular respectively;
- 3.4 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 Association.

## **PART 2 – MEMBERSHIP**

### **4. MEMBERSHIP QUALIFICATIONS**

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

(a) Supports the objects and the purposes of the Association as stated in Rule 1; and

(b) Has been nominated for membership of the Association as provided by Rule 6; and

(c) Has been approved for membership of the Association by the Executive Committee of the Association

### **5. TYPES OF MEMBERSHIP**

#### **5.1 Ordinary Member**

An ordinary member of any person who resides in the Cook Islands and has been accepted for ordinary membership.

#### **5.2 Associate Member**

Shall be open to persons who reside outside the Cook Islands or non-competing persons who would be eligible for full membership. Associate members shall not be entitled vote or to hold office in the Cook Islands Triathlon Association Inc and shall not represent the Cook Islands Triathlon

Association Inc. except with specific approval of the Executive Committee on every individual occasion.

### 5.3 Family Member

The Executive Committee may, at its discretion, allow the members of a family to pay single subscriptions for such amount as shall be from time to time decided upon by the Executive Committee and after payment of such subscription all nominated members of that family shall be regarded as individual members of the Association.

### 5.4 Life Member

A General Meeting may admit as Life Members persons who have rendered outstanding service to the Cook Islands 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.

## **6. NOMINATION FOR MEMBERSHIP**

6.1 A nomination of a person for membership of the Association.

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

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

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

6.3 Where the Executive 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 an annual subscription.

- 6.4 The secretary shall, on payment by the nominee of the amounts referred to in Clause 6.3 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 Association.

**7. CESSATION OF MEMBERSHIP**

A person ceases to be member of the Association if the person:

- (a) Dies;
- (b) Resigns that membership; or
- (c) Is expelled from the Association.

**8. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

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

- (a) Is not capable of being transferred or transmitted to another person; and
- (b) Terminates upon cessation of the person's membership.

**9. RESIGNATION OF MEMBERSHIP**

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

- 9.2 A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association 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 expiration of the period of notice, the member ceases to be a member.

- 9.4 Where a member of the Association ceases to be a member pursuant to Clause 10.2 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.

**10. REGISTER OF MEMBERS**

- 10.1 The Secretary of the Association shall establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.



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

**11. FEES AND SUBSCRIPTIONS**

- 11.1 A member of the Association shall pay to the Association an annual membership fee determined by the committee by the 31<sup>st</sup> of January in each calendar year.
- 11.2 Where the member becomes a member after the 31<sup>st</sup> of January in any calendar year, the membership fee shall be paid within 7 working days of becoming a member.

**12. MEMBER'S LIABILITIES**

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, by the member in respect of membership of the Association as required by Rule 11.

**13. DISCIPLINING OF MEMBERS**

If conduct of any Member is such as to endanger the character, good order, welfare or interest of the Association, it shall be in the power of the Executive Committee to conduct such a hearing or investigation as the Executive Committee deems warranted and to take the following action after that member has been heard if he or she so desires after having been given reasonable written notice:—

- (a) Expel the Member; or
- (b) Suspend the Member from taking part in the Association's activities for such period as the Committee may specify; or
- (c) Where the misconduct took place during any event or competition conducted by the Association, disqualify the Member from that event or competition as the case may be; or
- (d) Reprimand the Member

PROVIDED HOWEVER that at all times the Rules of natural justice will be adhered to. All notices shall be in writing and all decisions majority decisions.

## **PART 3 – THE EXECUTIVE COMMITTEE**

### **14. POWERS, ETC OF THE COMMITTEE**

The Executive Committee:

- (a) Shall control and manage the affairs of the Association;
- (b) May exercise all such functions as may be exercised by the Association other than those functions that are required by these Rules to be exercised by a general meeting of members of the Association; and
- (c) Has power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Association.

### **15. CONSTITUTION AND MEMBERSHIP**

15.1 The Executive Committee shall consist of:

- (a) the office-bearers of the Association; and
- (b) three ordinary members,

Each of whom shall be elected at the annual general meeting of the Association pursuant to Rule 16

15.2 The office-bearers of the Association shall be:

- (a) the president;
- (b) the vice-president;
- (c) the treasurer; and
- (d) the secretary.

15.3 No member of the Association shall be eligible for nomination as an office bearer without having served on the committee for a minimum of one year.

15.4 The president and the treasurer shall retire every two years, on an odd numbered year (i.e 2019) and the vice president and the secretary shall retire every two years, on an even numbered year (i.e 2020). The three ordinary members of the Executive Committee shall retire annually. All retiring Executive Committee members shall be eligible for re-election.

15.5 In the event of a casual vacancy occurring in the membership of the Executive Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office,

subject to the Rules, until the conclusion of the annual general meeting next following the date of the appointment.

## **16. ELECTION OF MEMBERS**

16.1 Nominations of candidates for election as office-bearers of the Association or as ordinary members of the Executive Committee.

(a) shall be made in writing, signed by 2 members of the Association 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 Association 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.

16.2 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.

16.3 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.

16.4 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.

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

16.6 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.

16.7 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 time.

## **17. SECRETARY**

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

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

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

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

## **18. TREASURER**

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

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

## **19. CASUAL VACANCIES**

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

- (a) Dies;
- (b) Ceases to be a member of the Association;
- (c) Resigns office by notice in writing given to the secretary;
- (d) Is removed from office under Rule 21;
- (e) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the lay relating to mental health; or
- (f) Is absent without the consent of the Executive Committee from all meetings of the committee held during a period of 6 months.

## **20. REMOVAL OF MEMBER**

20.1 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.

20.2 Where a member of the committee to whom a proposed resolution referred to in Clause 20.1 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 Association, the secretary or the president may send a copy of the representations to each member of the Association 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.

## **21. MEETINGS AND QUORUM**

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

21.2 Additional meetings of the Executive Committee may be convened by the president or by any member of the Executive Committee.

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

21.4 Notice of a meeting given under Clause 22.3 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.

21.5 Any 3 members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.

21.6 No business shall be transacted by the Executive 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.

21.7 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.

21.8 At a meeting of the Executive 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 Executive Committee, as may be chosen by the members present at the meeting, shall preside.

## **22. DELEGATION BY EXECUTIVE COMMITTEE TO SUB-COMMITTEE**

- 22.1 The Executive Committee may delegate to one or more sub-committees (consisting of such member or members or non-members of the Association as the committee thinks fit) the exercise of such of the functions of the Executive Committee 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.
- 22.2 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.
- 22.3 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 .
- 22.4 Notwithstanding any delegation under this Rule, the Executive Committee may continue to exercise any function delegated.
- 22.5 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 exercised by the Executive Committee.
- 22.6 The Executive Committee may revoke wholly or in part any delegation under this Rule.
- 22.7 A sub-committee may meet and adjourn as it thinks proper.

## **23. VOTING AND DECISIONS**

- 23.1 Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee shall be determined by a majority of the votes of members of the Executive Committee or sub-committee present at the meeting.
- 23.2 Each member present at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee (including the person presiding at the meeting) is entitled to one vote, but in the event of an

Quality of votes on any question, the person presiding may exercise a second or casting vote.

23.3 Subject to Rule 21.5, the Executive Committee may act notwithstanding any vacancy on the committee.

23.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee or by a sub-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 Executive Committee or sub-committee.

#### **PART 4 – GENERAL MEETINGS**

#### **24. HOLDING OF ANNUAL GENERAL MEETINGS**

24.1 The Association shall at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.

#### **25. CALLING OF AND BUSINESS AT ANNUAL GENERAL MEETINGS**

25.1 The annual general meeting of the Association shall, be convened on such date and such place and time as the Executive Committee thinks fit.

25.2 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 Executive Committee reports upon the activities of the Association during the last preceding financial year;
- (c) to elect office-bearers of the Association and ordinary members
- (d) to receive the Association's financial statements

25.3 An annual general meeting shall be specified as such in the notice convening it.

#### **26. CALLING OF SPECIAL GENERAL MEETINGS**

26.1 The Executive Committee may, whenever it thinks fit, convene a special general meeting of the Association.

- 26.2 The Executive Committee shall, on the requisition in writing of not less than 10 % of the total number of members, convene a special general meeting of the Association.
- 26.3 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.
- 26.4 If the Executive 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.
- 26.5 A special general meeting convened by a member or members as referred to in clause 26.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive Committee.

## **27. NOTICE**

- 27.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, give notice in the local news media and/or by electronic mail to each member.
- 27.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, 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 27.1 specifying, in addition to the matter required under Clause 27.1, the intention to propose the resolution as a special resolution.
- 27.3 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 27.2
- 27.4 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.

## **28. PROCEDURE**

- 28.1 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.
- 28.2 No less than 50% of members of the Association shall constitute a quorum for the transaction of the business of a general meeting.
- 28.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, if convened upon the requisition of members, shall be dissolved and in any other case shall stand adjournment to the same day in the following week at the time and (unless another place is specified at the time of 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.
- 28.4 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 40% of members ) shall constitute a quorum.

## **29. PRESIDING MEMBER**

- 29.1 The president or, in the president's absence, the vice-president, shall preside as chairperson at each general meeting of the Association.
- 29.2 If the president and the vice-president are absent from a general meeting or unwilling to act, the members shall elect one of their number to preside as chairperson at the meeting.

## **30. ADJOURNMENT**

- 30.1 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.
- 30.2 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 Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- 30.3 Except as provided in Clause 30.1 and 30.2, 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.

### **31. MAKING OF DECISIONS**

- 31.1 A question arising at a general meeting of the Association 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 the effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 31.2 At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than 3 members present in person at the meeting.
- 31.3 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.

### **32. SPECIAL RESOLUTION**

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

### **33. VOTING**

- 33.1 Upon any question arising at a general meeting of the Association, a member has one vote only.
- 33.2 All votes shall be given personally.
- 33.3 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.

### **34. RESOLUTIONS**

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

## **PART 5 – MISCELLANEOUS**

### **35. SOURCE OF FUNDS**

- 35.1 The funds of the Association shall be derived from competition fees and annual subscriptions of members, donations, sponsorships, grants from CISNOC and, subject to any resolution passed by the Association in general meeting, such other sources as the committee determines.
- 35.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 35.3 The Association shall, as soon as practicable after receiving any money issue an appropriate receipt.

### **36. MANAGEMENT OF FUNDS**

- 36.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Executive Committee determines.
- 36.2 All cheques shall be signed by any 2 members of the committee.

### **37. ALTERATION OF OBJECTS AND PURPOSES AND RULES**

The objects and purposes of the Association and these Rules may be altered, rescinded or added to only by a special resolution of the Association.

### **38. AUDIT AND ACCOUNTS**

- 38.1 The financial affairs of the Association shall subject to 38.2 be audited at least once in every period of 12 months by the auditor appointed by the Annual General Meeting.

Power and duties of the Auditor.

The Auditor shall:-

- (a) Certify to the correctness of the financial statements or the profit and loss account;
- (b) Have free access to all books of accounts and records of the Association;
- (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:-

- i. 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;
- ii. That the books of accounts and other records examined by him or her have been properly kept; and
- iii. 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 Association at a general meeting or at the expiration of his or her tenure of office.

38.2 The requirements of 38.1 may be waived by a resolution passed by more than 50% of members present at an Annual General Meeting.

### **39. COMMON SEAL**

39.1 The common seal of the Association shall be kept in the custody of the public officer.

39.2 The common seal shall not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the Executive Committee.

39.3 The common seal of the Association shall:-

- (a) bear the name of the Association shall:-
- (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.

### **40. CUSTODY OF BOOKS, ETC**

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

### **41. INSPECTION OF BOOKS, ETC**

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

### **42. SERVICE OF NOTICES**

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

**43. WINDING UP OF THE ASSOCIATION**

If it is resolved that the Association be wound up then it shall be wound up in accordance with the provisions of the Incorporated Societies Act 1908.

**44. SAVINGS PROVISION**

For the avoidance of doubt all previous decisions made and actions taken by the Executive Committee and Disciplinary Committee of the Association made pursuant to the previous constitution shall continue to have lawful effect.