

# **Constitution of Canberra Runners Inc.**

(in the Australian Capital Territory under the  
Associations Incorporation Act 1991)

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## Definitions

In this Constitution and any By-Laws hereunder unless the context otherwise provides:

“**Act**” means the *Associations Incorporation Act 1991* (Australian Capital Territory);

“**Annual General Meeting**” means the annual general meeting of the Association;

“**Association**” means Canberra Runners Incorporated;

“**Committee**” means the Committee of the Association;

“**General Meeting**” means a general meeting of the Association;

“**Member**” means a person or Corporation admitted to membership of the Association.

## **Part I: Overview of the Association**

### **1. Name**

- a. The name of the Association is Canberra Runners Inc.
- b. The Association is incorporated under the Act.

### **2. Objectives**

- a. The objectives of the Association are:
  - i. To encourage and promote the sport of running in the Canberra region.
  - ii. To conduct a range of running activities, events and training.
  - iii. To promote active lifestyles by encouraging broad participation in social and competitive running activities in an inclusive and supportive manner.
- b. The Association is not carried out for the purpose of profit or gain to its Members.

### **3. Powers of the Association**

- a. The Association has the legal capacity of an incorporated body.
- b. Subject to the Act, the Association has the power to do anything incidental or conducive to its objectives.
- c. The Association may only:
  - i. exercise its powers; and
  - ii. use its income and assets (including any surplus),for its objectives.

## **Part II: Membership**

### **4. Categories of Membership**

- a. The categories of membership shall be determined under By-Laws promulgated by the Committee from time to time.
- b. For the avoidance of doubt, categories of membership may be determined by the Committee as being with or without voting rights.

### **5. Eligibility**

- a. A person shall be eligible for admission as a Member if:
  - i. The person supports the objectives of the Association; and,
  - ii. The person meets the eligibility criteria as determined by the Committee through the By-Laws for the appropriate category of membership.

### **6. Becoming a Member**

- a. A person shall become a Member by:
  - i. Making an application in the form and manner prescribed from time to time by the Committee in the By-Laws; and,
  - ii. Payment of the application fee and membership fee as prescribed from time to time by the Committee in the By-Laws.
- b. Membership shall be subject to the terms and conditions determined by the Committee from time to time and be for the period of time for the relevant category of membership.
- c. The Secretary shall ensure that the new Member's name, their date of becoming a Member, their email/electronic address and any other information determined from time to time by the Committee through the By-Laws is entered into the Register of Members established under clause 11.
- d. Membership may be extended by paying the renewal rate determined by the Committee as applying to the category of membership.
- e. Membership entitlements are not transferable and any rights, privileges or obligations which a person has by reason of being a Member terminates upon cessation of the person's membership.
- f. The Committee shall approve or reject a membership application. If the Committee rejects a membership application, it is not required to give reasons for that decision, but it must return any membership fees paid in relation to the said application and write to the person to tell them their membership application has been rejected.

## **7. Membership Fees**

- a. The Committee shall determine the Schedule of Fees for membership to the Association through the By-Laws.
- b. The Secretary shall give to each Member notice of the fee due and of any previous fee overdue by the Member.
- c. Fees shall be paid by the dates set out in the Schedule of Fees as determined by the Committee.
- d. Membership fees are not payments in advance and shall not by reason of resignation or termination of membership or for any other reason be returned to the Member.
- e. To hold office in the Association, a Member must have no overdue membership fee payable.
- f. Any Member who has any fee overdue or levy payable shall not be entitled to exercise any of the rights and privileges of a Member.
- g. The membership record shall include for each Member, the amount, due date for payment, and date of payments for each fee payable by the Member.

## **8. Termination of Membership**

- a. A person ceases to be a Member if the person:
  - i. dies;
  - ii. resigns from membership of the Association by giving written notice to the Secretary;
  - iii. is expelled from the Association under clause 9;
  - iv. is more than the period of time in arrears paying their membership fee specified in the By-Laws;
  - v. where no membership fee is payable:
    1. the Secretary has made a written request to the Member to confirm they wish to remain a Member; and
    2. the Member has not, within three months after receiving that request, confirmed in writing that they wish to remain a Member.
- b. A person is entitled to resign from membership of the Association at any time having paid all monies due to the Association. The Secretary is responsible for updating the Register of Members with the date on which the Member ceases to be a Member.

- c. When a membership ends, the Association will not refund any membership fees already paid.

## **9. Disciplinary Procedures - Expulsion of a Member**

- a. A person may be expelled from the Association by a majority vote of the Committee where the Committee considers they have acted in a manner prejudicial to the interests of the Association.
- b. For Members who are also members of the Committee, acting in a manner prejudicial to the interests of the Association includes the following unless a majority of the Committee considers exceptional circumstances exist:
  - i. being directly or indirectly interested in any contract or proposed contract with the Association and failing to declare the nature of that interest;
  - ii. in the reasonable opinion of the Committee (but subject always to this Constitution):
    - 1. having acted in a manner unbecoming or prejudicial to the objectives and interests of the Association; and/or
    - 2. having brought themselves or the Association into disrepute.
- c. The expulsion decision shall be taken at a Committee meeting where notice has been given to the Member concerned and they have been provided an opportunity to be heard at the meeting.
- d. Notice of the Committee's consideration of an expulsion shall be given in writing to the Member at least 7 days prior to the Committee meeting and forwarded by the means prescribed in the By-Laws to the Member's contact information as recorded on the Register of Members.
- e. Any Member so expelled shall have a right to appeal to a General Meeting against such expulsion. Such appeal shall be lodged by them in writing to the Secretary within 14 days from the date of the meeting of the Committee at which their expulsion was decided. Within 7 days from the receipt of the notice of appeal the Secretary shall forward to all Members notification of a General Meeting to be called within 14 days for the consideration of the appeal.
- f. A decision to rescind the expulsion will only be taken on a four-fifths majority of Members present, eligible to vote and voting.
- g. All Members are deemed to be conversant with this Constitution and the By-Laws and ignorance shall not be considered as a ground of appeal.
- h. A person who has been expelled from the membership may apply to become a Member again but that application will be determined by the Committee.



## **10. Liability of Members**

- a. The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by clause 7.

## **11. Register of Members**

- a. The Secretary shall establish and maintain a Register of Members specifying the name, the date of becoming a Member, email/electronic address, and any other information of each person who is a Member, as determined from time to time by the Committee through the By-Laws. The Register of Members, other records and documents of the Association shall be kept on the Association's digital records system as endorsed by the Committee.
- b. Having regard to privacy and confidentiality considerations, inspection of the register of Members will only be available to Members in a manner determined by the Committee through the By-Laws. The By-Laws dealing with this matter are to be constructed in the spirit of the Australian Privacy Principles.

## **12. Grievances**

- a. All grievances must be determined pursuant to and in accordance with the process set out in the grievance procedure determined by the Committee in the By-Laws.
- b. The entirety of this clause ('Grievances') binds members after they cease to be a Member if the dispute relates to a matter arising while they were a Member.

## **13. Notices**

- a. Members must give the Association their preferred method of receiving notices, and any change in that method, as prescribed in the By-Laws.
- b. The address for notices may include an email address.
- c. The Association must enter any change in the address of a Member in the register of Members without delay.
- d. Notice may be given to a Member by sending it to the address last given by the Member.
- e. Notice may be given to the Association or the Committee by sending the notice by email to the email address of the Association or the Secretary.

## **Part III: The Committee**

### **14. Powers of the Committee**

- a. The Committee, subject to the Act and its associated regulations, this Constitution and any resolution passed by the Association in General Meeting:
  - i. shall control and manage the affairs of the Association;
  - ii. may exercise all functions that may be exercised by the Association other than those functions that are required by this Constitution to be exercised by a General Meeting; and,
  - iii. has power to perform all acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association provided that, in respect of any of the following acts, the Committee has obtained prior express authority in the form of a special resolution passed by the Association in General Meeting:
    1. the acquisition, exchange or transfer of titles to real estate;
    2. the granting of mortgages on real estate;
    3. the signature of property leases for a duration in excess of 9 years; or,
    4. the contracting of borrowings.

### **15. Election to the Committee and Eligibility Conditions**

- a. The Committee elected at the Annual General Meeting shall consist of the Office-Bearers being President, Vice-President, Secretary, Treasurer, Youth Officer and at least 2 but no more than 8 ordinary members or such other number as is determined from time to time at an Annual General Meeting or General Meeting.
- b. Additional Office-bearers considered necessary for the smooth running of the Association may be elected at an Annual General Meeting or General Meeting so long as the Committee does not exceed 15 members in total. Only Members may be elected to the Committee.
- c. The ballot for the election of Office-bearers and ordinary members of the Committee is to be conducted in any usual and proper manner that the Committee directs.

### **16. Functions of Office-bearers**

- a. The functions of Office-bearers including the President, Vice-President, Secretary, Treasurer and Youth Officer are to be determined in the By-Laws of the Association.

### **17. Power to Address Vacancies on the Committee**

- a. The Committee may fill any casual vacancy occurring between Annual General Meetings and where insufficient nominations are received for vacancies at the Annual General Meeting. A casual vacancy in the office of a member of the Committee occurs if the member:
  - i. dies;
  - ii. ceases to be a Member of the Association;
  - iii. resigns office by notice in writing given to the Secretary;
  - iv. 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,
  - v. is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

### **18. Chairperson at Committee Meetings**

- a. The President or in the President's absence the Vice-President shall preside at all meetings of the Committee. In the absence of the President and the Vice-President, a Chairperson for the meeting shall be selected by majority vote of those present.

### **19. Sub-Committees**

- a. The Committee may, through its power to establish By-Laws, delegate to one or more sub-committees (consisting of such Members as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the relevant By-Law established for this purpose, other than:
  - i. This power of delegation; and,
  - ii. A function imposed on the Committee by the Act, by any other law of the Australian Capital Territory, or by resolution of in General Meeting.
- b. A function, the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- c. Notwithstanding any delegation under this clause, the Committee may continue to exercise any function delegated.
- d. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation has the same force and effect as it would have if it had been done or suffered by the Committee.

- e. The Committee may revoke wholly or in part any delegation through its power to rescind the relevant By-Law.
- f. A sub-committee may meet and adjourn as it thinks proper.

## **20. By-Laws**

- a. The Committee shall establish By-Laws of the Association. They remain in force until rescinded or amended. The purpose of By-Laws is to assist the proper conduct, control and management of the Association including in terms of:
  - i. Membership categories (including voting rights) and attendant fee schedules;
  - ii. The granting of awards or conferring of any other benefit or recognition by the Association;
  - iii. The disciplining of Members and any appeal procedures;
  - iv. A code of conduct for Members;
  - v. Arrangements for entering into sponsorship and affiliation agreements; and,
  - vi. Generally, all such other matters as provided for under this Constitution or as are commonly the subject matter of regulations for the proper conduct of Associations and similar organisational structures which are not expressly dealt with in this Constitution.

## **21. Frequency of Committee Meetings**

- a. The Committee shall meet at such time as at least two of the Office-bearers shall decide. Not more than three months shall elapse between meetings. Notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by members of the Committee) before the time appointed for the holding of the meeting.

## **22. Quorum**

- a. A majority of the Committee including at least one office bearer shall form a quorum at each Committee Meeting. 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. 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. Voting and Decisions**

- a. 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.
- b. Each member of a Committee and sub-committee present at a meeting is entitled to one vote but, in the event of an equality of votes on any question, the Chairperson may exercise a second or casting vote.

### **24. Re-election of Committee Members**

- a. For the avoidance of doubt, it is confirmed that Committee members may seek re-election.

### **25. Removal of Committee Members**

- a. The Association in General Meeting may by resolution, subject to section 50 of the Act, remove any Committee member from the office of Committee member before the expiration of the Committee member's term of office.
- b. A member of the Committee whose membership in the Association is terminated pursuant to clause 8 ceases to be a member of the Committee with effect from the date their name is removed from the register of members.

### **26. Portfolios and Titles of Committee Members**

- a. The Committee may allocate portfolios and/or titles to Committee members. Subject to this Constitution and any properly passed resolution of the Association, the allocation of portfolios or titles does not vary the ordinary powers and duties of Committee members.

### **27. Public Officer**

- a. The Committee shall appoint the Public Officer of the Association pursuant to section 57 of the Act.
- b. The Association may, by resolution in General Meeting, remove its Public Officer from office.
- c. The office of Public Officer of the Association shall be taken to be vacant if the person holding that office:
  - i. is removed from office pursuant to clause 27(b);
  - ii. resigns from office;
  - iii. dies;
  - iv. suffers from mental or physical incapacity;
  - v. was convicted or released from imprisonment in respect of an offence referred to in subsection 63 (1) of the Act within a period of 5 years

immediately preceding his or her appointment as Public Officer, or is convicted of such an offence after taking office; or

- vi. ceases to reside in the Australian Capital Territory.

## **28. Minutes**

- a. The Committee shall cause to be kept and recorded minutes of all resolutions and proceedings of General Meetings of the Association, of the Committee, and of all sub-committees of the Committee, and shall cause such minutes to be signed by the Chair of the meeting within a reasonable time after the meeting or by the Chair of the next meeting. Copies of minutes shall be available for inspection by Members on request.

## **29. Conflicts of Interest**

- a. A member of the Committee shall declare their interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. They shall, unless otherwise determined by the Committee, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Committee member casts a vote, the vote shall not be counted.

## **30. Indemnity**

- a. Every Office-bearer and ordinary Committee member for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by them in defending any proceedings brought in connection with their duties to the Association, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted.

## **31. Use of Technology at Committee Meetings**

- a. A Committee meeting may be held at two or more venues using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate.
- b. A Committee member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **Part IV: General Meetings**

### **32. Annual General Meeting of the Association**

- a. The Annual General Meeting shall be held within three months of the end of the financial year of the Association. This Annual General Meeting will:
  - i. Confirm the Minutes of the previous Annual General Meeting;
  - ii. Receive and consider the annual report of the Committee on the activities of the Association during the preceding financial year;
  - iii. Receive and consider the statement of accounts and the reports on the financial affairs of the Association that are required to be submitted to Members under the Act;
  - iv. Appoint an auditor of the Association where one is required under the Act or, if no auditor is required, a reviewer who is not an officer or a Member of the Association;
  - v. Elect office-bearers and ordinary committee members; and,
  - vi. Transact other such business as may be brought forward.
- b. All offices of office-bearers and ordinary committee members shall be declared vacant immediately prior to the election of office-bearers and ordinary committee members at the Annual General Meeting and persons elected shall take office immediately.
- c. Despite subclause 32a, the Association may hold its first Annual General Meeting at any time within 18 months after its incorporation.

### **33. General Meetings**

- a. All General Meetings other than Annual General Meetings shall be called General Meetings.
- b. The Committee may, whenever it thinks fit, convene a General Meeting.
- c. The Committee must, on the requisition of at least 5% of the total number of Members, convene a General Meeting.
- d. A requisition of Members for a General Meeting:
  - i. must be in writing, and
  - ii. must state the purpose or purposes of the meeting, and
  - iii. must be signed by the Members making the requisition, and
  - iv. must be lodged with the Secretary, and

- v. may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- e. If the Committee fails to convene a 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 General Meeting to be held not later than three months after that date.
- f. A General Meeting convened by a Member or Members as referred to in subclause (e) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee.
- g. For the purposes of subclause (d):
  - i. a requisition may be in electronic form, and
  - ii. a signature may be transmitted, and a requisition may be lodged, by electronic means.

### **34. Notice of Meetings**

- a. Notice of the Annual General Meeting shall be forwarded to all Members by the Secretary, with a copy of the Annual Report and Financial Statement being made available on request at least 14 days prior to the date of the Annual General Meeting.
- b. Notice of General Meetings shall be forwarded to all Members by the Secretary at least 14 days prior to the date of the General Meeting.
- c. If the nature of the business proposed to be dealt with at an Annual General Meeting or General Meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the Annual General Meeting or General Meeting, cause notice to be given to each Member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

### **35. Mistaken Failure to Give Notice**

- a. The accidental failure to give notice of a meeting to, or the non-receipt of such notice by a Member entitled to receive notice, shall not invalidate any resolution or proceedings of any meeting.

### **36. Quorum at the Annual General Meeting and General Meetings**

- a. Twenty Members present in person or by electronic link shall constitute a quorum at the Annual General Meeting.
- b. For General Meetings, a quorum shall be fifteen Members present in person or by electronic link.



- c. No item of business shall be transacted at an Annual General Meeting or 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. If within half an hour after the appointed time for the commencement of an Annual General Meeting or 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. 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 three) shall constitute a quorum.

### **37. Voting**

- a. All fully paid up Members shall be entitled to vote on the election of Office-bearers and ordinary committee members with the exception of unfinancial Members who shall not be entitled to vote or speak. Voting shall be by secret poll for the election of Office-bearers where more than one nomination is received. On all other resolutions voting shall be by show of hands unless a poll is called for by 5 Members. Motions for alteration to the Constitution shall be by special resolution and shall require a three-quarters majority of eligible Members present and voting. All other resolutions or election of Office-bearers shall require a simple majority.
- b. Proxy voting must not be undertaken at or in respect of a General Meeting.

### **38. Chair**

- a. The President, or in the absence of the President, the Vice-President, shall preside as Chair at each General Meeting of the association.
- b. If the President and the Vice-President are absent from a General Meeting, the Members present must elect 1 of their number to preside.
- c. For the purposes of Annual General Meetings where the position of President is vacated immediately prior to the election of Office-bearers, the immediately prior President shall preside as Chair for the duration of the meeting or, in the absence of the immediately prior President, the immediately prior Vice-President shall preside as Chair for the duration of the meeting.
- d. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair at the meeting at which the show of hands or poll takes place shall have a second or casting vote.

### **39. Use of Technology**

- a. General Meetings may be convened to occur at two or more venues using any technology that gives the Members in attendance a reasonable opportunity to participate fully in the meeting.
- b. A General Meeting so convened is not invalidated due to a failure of the technology unless the failure arose out of the conduct of a Member which was not in good faith, or which involved wilful misconduct, gross negligence, reckless behaviour or fraud.
- c. Where a General Meeting is called using technology, voting by Members attending by technology can be on the voices and, if a poll is called for, Members present via technology may cast their vote by informing the Chair, or their delegate, of the General Meeting who must complete the poll for them in good faith on their instructions or by electronic or other means approved by the Chair of the meeting.
- d. For the avoidance of doubt, the entirety of this clause ("Use of Technology") pertains to Annual General Meetings and General Meetings.

## **Part V: Financial Management**

### **40. Financial Year**

- a. The financial year shall commence on 1 April and conclude on 31 March the following year.

### **41. Sources of Funds**

- a. Sources of funds for the Association will be membership fees (payments to join as well as renew), donations, sponsorship funds, payment for advertising, entrance fees for events and such other sources as the Committee may from time to time determine through the By-Laws.

### **42. Management and Application of Funds**

- a. The income and property of the Association shall be applied solely towards the promotion of the objectives of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the Members. Nothing shall prevent the payment in good faith of remuneration to any officer or servant of the Association in return for any services actually rendered to the Association or reasonable and proper rent for premises let by any Member of the Association.

### **43. Control of Funds**

- a. The funds of the Association shall be under the absolute control of the Committee. All moneys received shall be deposited as soon as practicable to accounts in the Association's name with such financial institution as the Committee may from time to time determine.
- b. All cheques shall be signed by any two Committee Members authorised to do so by the Committee. Controls around electronic payments are to be determined through the By-Laws.

### **44. Financial Records and Reporting**

- a. The Treasurer shall maintain such books and other financial records as are required to meet the Association's obligations under the Act and any other relevant legislative requirements which apply.
- b. Financial records and reporting shall be open to inspection by a Member of the Association free of charge at any reasonable hour, subject to 7 days prior notice being given to the Secretary.

### **45. Common Seal of the Association**

- a. The Association is not required to have a common seal.

## **Part VI: Changes to the Constitution, Dissolution of the Association and Miscellaneous Clauses**

### **46. Alteration of the Constitution and Objects of the Association**

- a. The Constitution may be altered, rescinded or added to only by a special resolution of the Association.

### **47. Dissolution of the Association**

- a. The Association shall not be dissolved except at a General Meeting comprising at least a majority of current Members specially convened for the purpose and by a Special Resolution carried at this meeting. If a majority of current Members is not present, the General Meeting shall be reconvened after at least two weeks at which time any decisions shall be accepted irrespective of the number of Members in attendance.

### **48. Surplus Property**

- a. If upon winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members. Instead, the property shall be given or transferred to some other association having objectives similar or in part similar to the objectives of the Association which also prohibits the distribution of its or their property among its or their members. The designated association to receive the property shall be determined by the Members at or before the time of the dissolution or in default thereof in accordance with the Act.

### **49. Insurance**

- a. For the avoidance of doubt, it is confirmed that the Association may effect and maintain insurance.