



TRAIL RUNNERS SOUTH AUSTRALIA INC CONSTITUTION

1. Name

The name of the organisation is Trail Runners South Australia Inc, referred to herein as the 'Association'.

2. Definitions

'The Act' means the Associations Incorporation Act, 1985

'General Meeting' includes a Special General Meeting and an Annual General Meeting of members of the Association convened in accordance with these rules

'AGM' means Annual General Meeting of the Association

'Special Resolution' means a special resolution defined in the Act

'committee' means the management committee of the Association

'Member' means a member of the Association

'Month' shall mean a calendar month.

3. Purpose of the Association

- To encourage and facilitate off-road running in a natural environment by runners of all abilities.
- To encourage and promote recreational running activities by other similar organisations.
- To affiliate with or form partnerships with other recreational running organisations.

4. Powers of the Association

The Association has the powers conferred by the Act and includes the power:

- To act in the interests of the Association
- To obtain land, buildings, equipment and services for the use of and/or promotion of the Association
- To sell, hire, lease, or otherwise deal with any land, buildings, equipment or other property of the Association

5. Membership

5.1 Members: All those who participate in the Association's activities, and apply to join the Association, are defined as members.

Applications must be on the Association's membership form and the membership subscription paid.

The committee may consider nominations for Life Membership of Trail Runners SA Inc and if deemed appropriate, confer Life Membership on an existing Member.

5.2 Subscription: The level of subscriptions is initially set at zero, but may be varied by the committee, subject to ratification at the following General Meeting of the Association.

5.3 Resignation: A member may resign from the Association by giving written notice to the Secretary of the Association.

5.4 Register: A register of members must be kept and contain:

- a) the name, address and contact details of each member
- b) the date on which each member was admitted to the Association
- c) if applicable, the date of and reason(s) for termination of membership.

5.5 Expulsion of a member:

- a) Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- b) Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- c) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to sub-rule 5.5d below), cease to be a member 14 days after the committee has communicated its determination to the member.
- d) It shall be open to a member to appeal the expulsion to the Association at a General Meeting. The intention to appeal shall be communicated to the secretary of the Association within 14 days after the determination of the committee has been communicated to the member.
- e) In the event of an appeal, the appellant's membership of the Association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the Association in a General Meeting after the appellant has been heard by the members of the Association, and in such event membership will be terminated at the date of the General Meeting at which the determination of the committee is upheld.

6. The committee

6.1 Powers and duties:

- a) The affairs of the Association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- b) The committee has the management and control of the funds and other property of the Association.
- c) The committee may :
 - a. take legal proceedings of any nature on behalf of the Association
 - b. collect subscriptions, fees and other monies due, and apply these funds for the promotion of the objects of the Association
 - c. invest any monies of the Association not immediately required for its objects.
 - d. appoint a member to fill a vacancy on the committee until the conclusion of the next Annual General Meeting
 - e. make by-laws, which may be affirmed, amended or rescinded by the members in General Meeting
 - f. appoint sub-committees for particular tasks, to appoint or co-opt individuals to provide advice. These appointments end at the next Annual General Meeting but may be renewed.
- d) Any two of the committee members who have been authorised are empowered to transfer money by the internet or by cheque.
- e) The committee will set fair and reasonable conditions of entry and participation to all Trail Running SA events, whether generic, or specific to a particular event, which will bind entrants, volunteers, amongst other things, with respect to acceptable behaviour.
- f) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- g) The committee shall appoint a public officer as required by the Act.

6.2 Appointment:

- a) The committee shall consist of a chairperson, deputy chairperson, secretary, treasurer, and up to 10 other members who are willing to participate in managing the Association's affairs.
- b) The committee is elected at the AGM when all those willing to serve on the committee for the coming year shall stand for election.
- c) The secretary must call for committee nominations at least 28 days prior to the AGM. A retiring committee member shall be eligible to stand for re-election without nomination. All other persons who wish to stand on the committee must nominate at least 14 Days before the meeting by submitting their nomination to the secretary of the Association. The nomination must be signed by the proposer.

- d) Notice of all persons seeking election to the committee shall be given to all members of the Association with the notice calling the meeting at which the election is to take place (7 days prior to the meeting).
- e) In case of a contested election, the choice shall be by ballot of all members attending the AGM. The nominee(s) with the most votes will be elected to the position(s) vacant.
- f) The committee may appoint someone to fill a casual vacancy, and this person shall hold office until the next AGM.
- g) The committee shall hold office until the closure of the following AGM.

6.3 Proceedings of committee:

- a) The committee will meet at least quarterly.
- b) A quorum will consist of half the committee members.
- c) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Association.
- d) Decisions will be made by majority vote. Decisions will be taken by show of hands, unless a poll is demanded by at least 5 persons. In the case of a tie, the chairperson has a casting vote in addition to a deliberative vote.

6.4 Disqualification of committee members:

The office of a committee member shall become vacant if a committee member is:

- a) disqualified from being a committee member by the Act
- b) expelled as a member under these rules
- c) permanently incapacitated by ill health
- d) absent without apology from more than four meetings in a financial year.

7. Finances

- a) The financial year of the Association is from 1st July to 30th June.
- b) The assets and income of the Association must be applied exclusively towards the promotion of its objects and no portion shall be distributed directly or indirectly to members of the Association except as bona fide compensation for services rendered to or expenses incurred on behalf of the Association.
- c) Accounting records will be kept to correctly record and explain the finances of the Association.
- d) At the end of each financial year the accounts of the Association shall be presented to the AGM.

8. Meetings

8.1 Annual General Meetings :

The Annual General Meeting will be held 5-months after the end of each financial year.

The business of the Annual General Meeting will include in this order:

- a) Confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
- b) The election of a new committee of management.
- c) Consideration of the accounts and reports of the outgoing committee and auditors.
- d) Any other business requiring consideration by the Association at an Annual General Meeting.

8.2 Special General Meeting :

- a) A Special General Meeting may be called by the committee or by not less than 15% of all financial members.
- b) The Secretary will give not less than 7 days' notice of a Special General Meetings to every member by web, email or through social media, specifying the place, day and hour of the meeting and the nature of the business.
- c) Any proposed resolution to be submitted by a member at a Special General Meeting must be in writing, signed by the member, seconded, and in the hands of the Secretary 21 days before the proposed date of the meeting.

8.3 Proceedings of a General Meeting.

- a) The chairperson will preside at a General Meeting.
- b) A quorum will consist of ten members, present in person.
- c) The business of such meeting must be confined to the issue(s) for which the meeting was called.
- d) Decisions will be by majority vote. Decisions will be taken by show of hands, unless a poll is demanded by at least 5 persons.

9. Minutes

- a) The Secretary or other member appointed for that purpose must record the minutes of all proceedings of General Meetings and of the committee within 30 days after the relevant meeting.
- b) Minutes must be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next meeting.
- c) Minutes, confirmed and signed are conclusive proof that:
 - a. The meeting was correctly convened and held.
 - b. All proceedings at the meeting were properly conducted.
 - c. All appointments made at the meeting are valid until the contrary is proved.

- d) Minutes of any meeting in the current financial year shall be available to members on the TRSA website free of charge. Requests for minutes from previous years can be made by emailing the secretary.

10. Alteration to the constitution

The constitution rules may be altered, (including an alteration to the Association's name), rescinded or replaced by resolution of members of the Association at a General Meeting.

The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs Commission.

11. Provision for dissolution of the Association

The Association may be dissolved following a resolution passed at a duly convened meeting of members of the Association if :

- a) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the Association; and
- b) it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the Association as, being entitled to, vote in person.

In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.