

South Australian Road Runners Club Incorporated

Constitution

28th February 2018

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CONSTITUTION

SOUTH AUSTRALIAN ROAD RUNNERS CLUB INCORPORATED

1. NAME OF CLUB

The name of the club is **South Australian Road Runners Club Incorporated (Club)**.

2. DEFINITIONS AND INTERPRETATION

Definitions

In this constitution, unless the contrary intention appears:

'Act' means the *Associations Incorporation Act 1985 (SA)*.

"Appointed Director" means a director appointed under clause 7.

'Affiliate' means the club being affiliated under Athletics SA regulations

'Board' means the Management Committee consisting of the directors.

'Board Member' means a Director on the Board

'Chairperson' means the person elected by the Board as the nominal head of the club and will act as chair of any Board meeting or general meeting at which they are present.

'Club Sub-Committee' means the sub-committee appointed by the Board under Clause 8 to manage areas within The South Australian Road Runners Club.

'Club Sub-Committee Representative' means the person appointed by a sub-committee to present back to the Board.

'Committee' means the Management Committee or Board who are entrusted to manage the clubs affairs.

'Constitution' means this constitution of the club.

"Director" means a member of the Board and includes Elected Directors and Appointed Directors and any person acting in that capacity from time to time appointed in accordance with this Constitution.

'Executive Officer' (or other such job title the Board deem appropriate) means the Executive Officer or Club Manager of the club for the time being appointed under this constitution. Where the club does not have an executive officer, the club secretary or public officer will, subject to confirmation by the board, assume the functions of the executive officer under this constitution.

'Financial year' means the time period in which the financial accounts are prepared. The Regulations detail the current financial year.

'Intellectual property' means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment (including computer software), images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club in the region.

'IF' means the International Federation relating to any International rules of competition.

'Life member' means an individual appointed as a life member of the club under **clause 5.2**

'Individual Member' means a member of the club for the time being under **clause 5**.

'Meetings': There are three types of meetings which provide Members the opportunity to express opinions and vote on various matters as listed under Clause 6:

- (a) **'Annual General Meeting'** is held once per year to receive financial accounts and elect the Board.
- (b) **'Special General Meeting'** are special meetings that are convened by either Members or the Board to discuss extraordinary issues.
- (c) **'Strategic Forum'** which allows members to participate in feedback as to the direction of the club under clause 6.12

'NSO' means the National Sporting Organisation to which the Club is affiliated with. For SARRC this is Athletics Australia

'Objects' means the objects of the club in **clause 3**.

'Returning Officer(s)' mean persons appointed at an AGM to [prepare, collate and record the results of the voting at that AGM

'Regulations' means any regulations made by the board under **clause 9.4**.

'Seal' means the common seal of the Club.

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

'Sport' means Road Running under the auspices of Athletics.

'SSO' means the State Sporting Organisation to which the Club is affiliated with. For SARRC this is Athletics South Australia.

Interpretation

In this constitution:

- A reference to a function includes a reference to a power, authority and duty.
- A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty.
- Words importing the singular include the plural and vice versa.
- Words importing any gender include the other genders.
- References to persons include corporations and bodies politic.
- References to a person include the legal personal representatives, successors and permitted assigns of that person.
- A reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).

- A reference to 'writing' shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic means.

Severance

If any provision of this constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this constitution.

The Act

Except where the contrary intention appears, in this constitution an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this constitution.

3. OBJECTS OF THE CLUB

The club is established solely for the objects. The objects (in no particular order of importance) of the club are established to:

- (a) The promotion of a healthy lifestyle and increased levels of community fitness through the encouragement of groups and/or individuals to participate in regular running across South Australia,
- (b) The fostering of social interaction among members of the Club,
- (c) Affiliate and otherwise liaise with the SSO and adopt its rule and policy framework to further these objects of running,
- (d) maintain and enhance the reputation of the Sport and the standards of play and behaviour of participants
- (e) act at all times on behalf of, and in the interest of, the members and running in South Australia and have regard to the public interest in its operations
- (f) Use and protect its intellectual property.
- (g) Pursue such commercial arrangements, including the establishment and maintenance of links with similar organisations sponsorship and marketing opportunities, as are appropriate to further the interests, of economic and community service success, strength and stability of the Club, the members and running in the state of South Australia.
- (h) Do all that is reasonably necessary to enable these objects to be achieved and enable members to receive the benefits, which these objects are intended to achieve.

4. POWERS OF THE CLUB

The association shall have all the powers conferred by section 25 of the Act.

5. MEMBERS

5.1. Members of the club shall consist of:

- (a) Individual members, who subject to this constitution, shall have the right to receive notice of general meetings and to be present, to debate and to vote at general meetings.
- (b) Life members, who subject to this constitution, shall have the right to receive notice of general meetings and to be present, to debate, and to vote at general meetings
- (c) Honorary Members may be admitted by the Board for a period not exceeding twelve (12) months. Honorary Members shall be entitled to such privileges, as the Board shall from time to time determine. An Honorary Member shall not be entitled to vote at any general meeting or to hold office in the Club and shall not be entitled to receive notice of meetings.
- (d) Such new categories of members as may be created by the board. Any new category of member created by the board cannot be granted voting rights without the approval of the club in general meeting.
- (e) Individuals may only hold one category of membership of the Club at any given time.

5.2. Life Members

- (a) Life Membership is the highest honour that can be bestowed by the Club in recognition of longstanding and valued service to the Club or to the Sport in South Australia with criteria detailed in the Regulations to be set out to ensure suitability for the application of this bestowment.
- (b) Any individual member may be put forward as a person for Life Membership,
- (c) A nomination in writing to the Board as detailed in the Regulations must be completed,
- (d) Up to ½ a percent (0.5%) of the total members registered at the previous AGM may be appointed a Life Member in any one-year by the Board at an Annual General Meeting.
- (e) A Life Member cannot be required to pay membership fees or subscriptions (other than fees that are required to be paid by a participant in their capacity as a participant).

5.3. Application for membership

An application for membership must be:

- (a) in writing on the form prescribed from time to time by the Board (if any), from the applicant or its nominated representative and lodged with the club
- (b) accompanied by the appropriate fee, if any.

5.4. Discretion to Accept or Reject Application

- (a) The club may accept or reject an application whether the applicant has complied with the requirements in **clause 5.3** or not. The club shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the club accepts an application, the applicant shall become a member. Membership shall be deemed to commence upon acceptance of the application by the club. The register shall be amended accordingly as soon as practicable.
- (c) Where the club rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the club.

5.5. Renewal

Members (other than life members) must renew their membership annually in accordance with the regulations.

5.6. Club to Keep Register

The club shall keep and maintain a register in which shall be entered (as a minimum):

- (a) the full name, address and date of entry of each member.
- (b) where applicable, the date of termination of membership of any member.

Members shall provide notice of any change and required details to the club within one month of such change.

5.7. Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the register, excluding the address or other direct contact details of any member, shall be available for inspection (but not copying) by members, upon reasonable request.

5.8. Use of register

Subject to the Act, confidentiality considerations and privacy laws, the register may be used to further the objects, in such manner, as the Board considers appropriate.

5.9. Effect of Membership

Members acknowledge and agree that:

- (a) This constitution forms a contract between each of them and the club and they are bound by this constitution and the regulations.
- (b) They shall comply with and observe this constitution and the regulations and any determination, resolution or policy, which may be made or passed by the Board or other entity with delegated authority.
- (c) By submitting to this constitution and regulations, they are subject to the jurisdiction of the club, SSO and NSO.
- (d) The constitution and regulations are necessary and reasonable for promoting the objects and particularly the advancement and protection of the Sport.
- (e) They are entitled to all benefits, advantages, privileges and services of club membership.
- (f) They will act appropriately in accordance with privacy laws and code of conduct as per policies and procedures in line with NSO, SSO and /or the club's policies including workplace behaviours as per Equal Opportunity Act and current workplace health and safety regulations.
- (g) They will conduct themselves in a manner that is not discreditable or injurious to the Club nor impact the good objects of the Club and the Board

5.10. Notice of Resignation

- (a) A member who has paid all arrears of fees payable to the club may resign or withdraw from membership of the club by giving one month's notice in writing to the club.
- (b) Once the club receives a notice of resignation of membership given under **clause 5.10(a)**, it must make an entry in the register that records the date on which the member ceased to be a member.

5.11. Discontinuance for Breach

- (a) Membership of the club may be discontinued by the Board upon breach of any clause of this constitution or the regulations, including, but not limited to, the failure to pay any monies owed to the club, failure to comply with the regulations or any resolutions or determinations made or passed by the Board or any duly authorised committee.
- (b) Membership shall not be discontinued by the Board under **clause 5.11(a)** without the Board first giving the accused member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a member fails, in the Board's view, to adequately explain the breach, that member's membership shall be discontinued under **clause 5.11(a)** by the club giving written notice of the discontinuance to the member. The register shall be amended to reflect any discontinuance of membership under this **clause 5.11** as soon as practicable.

5.12. Member to Re-Apply

A member whose membership has been discontinued under **clauses 5.11 or 5.12**:

- (a) must seek renewal or re-apply for membership in accordance with this constitution
- (b) may be re-admitted at the discretion of the Board.

5.13. Forfeiture of Rights

A member who ceases to be a member, for whatever reason, shall forfeit all rights in and claims upon the club and its property and shall not use any property of the club including intellectual property. Any club documents, records or other property in the possession, custody or control of that member shall be returned to the club immediately.

5.14. Membership May be Reinstated

Membership, which has been discontinued under this **clause 5**, may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

5.15. Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued member may be refunded on a pro-rata basis to the member upon discontinuance.

5.16. Discipline

- (a) The Board may commence or cause to be commenced disciplinary proceedings against a member who has allegedly:
 - I) Breached, failed, refused or neglected to comply with a provision of this constitution, the regulations or any resolution or determination of the Board or any duly authorised Board
 - II) Acted in a manner unbecoming of a member, or prejudicial to the purposes and interests of the club and/or the Sport
 - III) Brought the club, any other member or the Sport into disrepute.
- (b) That member will be subject to and will submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the club as set out in the regulations.
- (c) The Board may appoint a sub-committee to deal with any disciplinary matter referred to it. Such sub-committee shall operate in accordance with the procedures expressed in the regulations but is subject always to the Act.

5.17. Grievance Procedure

- (a) The grievance procedure set out in this rule applies to disputes under these rules between a member and:
 - I) Another member
 - II) The club.
- (b) The Board may appoint a sub-committee to deal with any dispute referred to it. Such sub-committee shall operate in accordance with the procedures expressed in the regulations but is subject always to the Act.
- (c) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all parties.
- (d) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days after the scheduled meeting, refer the dispute to the State Sport Dispute Centre for resolution.
- (e) The rules of natural justice must be observed when any power of adjudication is exercised.
- (f) The Board may prescribe additional grievance procedures in regulations consistent with this **clause 5.17**.

5.18. Subscriptions and Fees

The annual membership subscription (if any) and any fees or other levies payable by members to the club and the time for and manner of payment shall be as determined by the Board.

6. MEETINGS OF MEMBERS

6.1. The meetings that can be convened where Members have the opportunity to express opinions and vote on various matters are:

- (a) Annual General Meeting of the Club must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Board.
- (b) Special General Meetings of the Club are special meetings that are convened by Members to discuss extraordinary issues.

6.2. Attendance at Meetings

Unless this Constitution expressly provides otherwise, Members, the auditor and the Board Members are entitled to attend Annual & Special Meetings but only Members are entitled to vote.

6.3. Notice Of Meetings

- (a) Notice of every general meeting shall be given to every individual member and life member entitled to receive notice. Notices shall be sent to the addresses appearing in the club's register. The auditor when appointed shall also be entitled to receive notice of every general meeting. This will be sent to the auditor's last known address. No other person shall be entitled, as of right, to receive notices of general meetings.
- (b) A notice of a Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.
- (c) At least twenty-one (21) days' notice of a Meeting must be given to those Members entitled to receive notice, together with:
 - (i) The agenda for the meeting;
 - (ii) Any notice of motion received from Members entitled to vote.
- (d) The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board and auditors, the election of Board Members under this Constitution and the appointment of the auditors.
- (e) All business that is transacted at a Special Meeting or an Annual General Meeting, other than those matters referred to in clause 6.3(d) is special business. No business other than that stated on the notice for a Meeting may be transacted at that meeting.

6.4. Proceedings At Meetings

- (a) No business may be transacted at the Annual General or a Special General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for Annual General or Special General meetings of the club shall be fifty (50) Members or five percent (5%) of members, whichever is the larger.

6.5. Chairperson To Preside At Meetings

- (a) The chairperson of the Board will, subject to this Constitution, preside as chairperson at every Meeting except:
 - (i) In relation to any election for which the chairperson of the Board is a nominee; or
 - (ii) Where the chairperson of the Board has a conflict of interest.
- (b) If the chairperson of the Board is not present or is unwilling or unable to preside, the Members present must appoint another Board member to preside as chair for that meeting only.

6.6. Adjournment Of Meeting At Meetings

- (a) If within half an hour from the time appointed for the Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting
 - (i) if the meeting was convened on the requisition of Members under clause 6.11(b), the meeting will lapse; and
 - (ii) in any other case, those Members present will constitute a quorum.
- (b) The chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except as provided in clause 6.6(c), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

6.7. Voting Procedure At Meetings

At any meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairperson; or
- (b) a simple majority of Members present at the meeting.

6.8. Proxy Voting

Proxy voting shall not be permitted at any meetings.

6.9. Recording Of Determinations At Meetings

A declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Club is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

6.10. Voting At Meetings

- (a) Each Member (as detailed in clause 5.1) is entitled to one (1) vote at Meetings.

6.11. Special General Meetings

- (a) The Board may, whenever it thinks fit, convene a Special General Meeting of the Club.
- (b) Requisition of Special General Meetings
 - (i) On the requisition in writing of not less than ten per cent (10%) of the total number of financial members, the Board must, within one month after the receipt of the requisition, give notice as per Clause 9.6, convene a Special General Meeting for the purpose specified in the requisition.
 - (ii) Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
 - (iii) If the Board does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the Members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
 - (iv) A Special General Meeting convened by Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Board and for this purpose the Board must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Club.

6.12. Strategic Forum of Club

(a) Strategic Forums

The Club must hold a strategic forum at least once per year. The object of a strategic forum is to:

- (i) inform the board of significant membership issues
- (ii) assist the board to design or review the Club's strategic plan and direction
- (iii) discuss region-wide issues
- (iv) provide feedback to the board on the results of its governance decisions at the member level.

(b) Attendees at Strategic Forums

The following persons may attend strategic forums of the Club:

- (v) members
- (vi) other persons the board would like to invite.

7. MANAGEMENT

The members of the administrative or governing body (by whatever name called) of the club in office immediately prior to approval of this constitution under the Act shall continue in those positions until the next AGM following such adoption of this constitution, and thereafter the positions of Board Members shall be filled, vacated and otherwise dealt with in accordance with this constitution.

7.1 Powers Of The Board

- (a) Subject to the Act and this constitution, the business of the club shall be managed and the powers of the club shall be exercised by the Board.
- (b) In particular, the Board shall act in accordance with the objects and shall operate for the benefit of the members and the community.
- (c) The Board may not cause the Club to disaffiliate from the SSO without an Ordinary Resolution of the Members at a Special General Meeting.

7.2 Composition of the Board

The Board shall comprise:

- (a) Six (6) elected Directors who must all be members and who shall be elected under **clause 7.7**.
- (b) up to two (2) 'appointed' Board Members who need not be members and who are appointed by the elected Board under **clause 7.9**.

7.3 Election and Appointment of Board Members.

- (a) The elected Board Members shall be elected under **clause 7.7**.
- (b) The appointed Board Members may be appointed under **clause 7.9**.

7.4 Portfolios

The Board may allocate portfolios to Board Members.

7.5 Nomination for Board

Nominations for elected Board members shall be called for forty-eight days prior to the AGM. When calling for nominations, details of the necessary qualifications and job descriptions for the positions shall also be provided. The Board shall determine qualifications and job descriptions from time to time.

7.6 Form of Nomination

Nominations must :

- (a) Be in writing
- (b) Be on the prescribed form (if any) provided for that purpose
- (c) Be certified by the nominee (who must be a member) expressing their willingness to accept the position for which they are nominated
- (d) Disclose any position or membership the nominee currently holds in a any organisation connected to sport in any way, including as an officer, a participant, a Delegate or an employee; and

- (e) Be delivered to the club not less than seven (7) days before the date fixed for the Annual General Meeting.
- (f) All Directors must ordinarily reside in Australia.

7.7. Elections

- (a) If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected only if approved by the simple majority of members entitled to vote by show of hands.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, or if a person is not approved by the majority of members under **clause 7.7(a)**, the positions will be deemed casual vacancies under **clause 7.12**.
- (c) If the number of nominations exceeds the number of vacancies to be filled that cannot be resolved by a simple majority of members entitled to vote by ballot, an optional preferential method ballot shall be held as detailed in the Regulations.
- (d) If a person nominated at the Annual General Meeting is not approved by the majority of Members under clause 7.7, they will not be entitled to take office until approved by the members at an Annual General Meeting
- (e) Voting in clause 7.7(c) must be conducted by secret ballot.

7.8. Term of Appointment for Elected Board Members

- (a) Board Members elected under **clause 7.7** shall be elected for a term of two years. Subject to provisions in this constitution relating to early retirement or removal of Board Members, elected Board Members shall remain in office from the conclusion of the AGM at which the election occurred until the conclusion of the second AGM following.
- (b) Half of the elected Directors shall retire in each odd year and half elected Directors shall retire in each even year until, after two (2) years the original elected Directors have retired after which those elected Directors (or their replacements) who first retired, shall retire and so on.
- (c) The sequence of retirements under clause 7.8(b) to ensure rotational terms shall be determined by the Board. If the Board cannot agree it will be determined by lot.
- (d) Following the adoption of this Constitution, no person who has served as an elected Director for a period of three (3) consecutive full terms shall be eligible for election as an elected Director until the next annual general meeting following the date of conclusion of their last term as an elected Director.
- (e) If the law requires the Elected Director to have a particular qualification or clearance (for example, police clearance), the Elected Director's term will not begin until the qualification or clearance has been established.

7.9. Appointed Board Members

- (a) The elected Board Members may appoint up to two (2) appointed' Board Members.
- (b) The appointed Board Members may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition. They do not need to be individual members.
- (c) Appointed Board Members are appointed under this constitution for a term of up to one year, per appointment.
- (d) Appointed Board members cannot be the Chairperson.

7.10. Casual Vacancies

Any casual vacancy occurring in the position of Board member may be filled by the remaining Board Members from among appropriately qualified members. Any casual vacancy may only be filled for the remainder of the Board member's term under this constitution.

7.11. Grounds for Termination of Board Member

In addition to the circumstances in which the office of a Board member becomes vacant by virtue of the Act, the office of a Board member becomes vacant if the Board member:

- (a) dies
- (b) becomes bankrupt or makes any arrangement or composition with their creditors generally,
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health,
- (d) resigns their office in writing to the club,
- (e) is absent without the consent of the Board from meetings held during a period of six months,
- (f) Any member of the Board whose membership subscriptions remain unpaid after one (1) month will be deemed to have resigned from the Board,
- (g) holds any office of employment with the club without the approval of the Board,
- (h) is directly or indirectly interested in any contract or proposed contract with the club and fails to declare the nature of that interest,
- (i) in the opinion of the Board (but subject always to this constitution):
 - I) has acted in a manner unbecoming or prejudicial to the objects and interests of the club,
 - II) has brought the club into disrepute,
- (j) is removed by special resolution,
- (k) would otherwise be prohibited from being a Board member of a corporation under the *Corporations Act 2001 (Cth.)*.

7.12. Board May Act

In the event of a casual vacancy or vacancies in the office of a Director, the remaining Board Members may act. However, if the number of remaining Board Members is not sufficient to constitute a quorum at a meeting of the Board they may act only for the purpose of increasing the number of Board Members to a number sufficient to constitute a quorum.

7.13. Board to Meet

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act). Subject to this constitution, it may adjourn and otherwise regulate its meetings as it thinks fit. A Board member may at any time convene a meeting of the Board within reasonable time.

7.14. Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board may be decided by Ordinary Resolution. Each Board member has one (1) vote on any question. The chair has a casting vote.

7.15. Circulatory Resolutions

- (a) A resolution in writing, signed or assented to by email, facsimile or other form of visible or other electronic communication by all the Board Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Board Members duly convened and held. Any such resolution may consist of several documents in like form each signed or assented to by one (1) or more of the Board Members.
- (b) A resolution may not be passed under clause 7.15(a) if, before it is circulated for voting under clause 7.15(a) the Board resolves that it can only be put at a meeting of the Board.
- (c) A resolution passed under this clause must be recorded in the minute book.
- (d) Refer to Regulations for detail of the process

7.16. Resolutions Not in Meeting

Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one or more of the Board Members is not physically present at the meeting, provided that:

- (a) All persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication.
- (b) Notice of the meeting is given to all the Board Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this constitution. The notice will specify that Board Members are not required to be present in person.
- (c) If a failure in communications prevents clause 7.16(a)(i) from being satisfied by the number of Board Members which constitutes a quorum, and none of such Board Members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until clause 7.16(a)(i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.
- (d) Any meeting held where one or more of the Board Members is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a Board member is there present. If no Board member is there present, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

7.17. Quorum

- (a) At meetings of the Board the number of Directors whose presence is required to constitute a quorum is:
 - (i) if the number of Directors then in office is an even number, half of the number of Directors plus one; or
 - (ii) if the number of Directors then in office is an odd number, half of the number of Directors rounded up to the next whole number.
- (b) The Board Chairperson will act as chairperson of any Board meeting or General Meeting at which they are present and unless the Board decides otherwise is the nominal head of the Club. If the chairperson is not present, or is unwilling or unable to preside at a board meeting the remaining Directors must appoint another Director to preside as chair for that meeting only.
- (c) The Directors must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Director has an interest.

7.18. Notice of Board Meetings

Unless all Board Members agree to hold a meeting at a shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than fourteen days' written notice of the meeting of the Board shall be given to each Board member. The agenda shall be forwarded to each Board member no less than four days prior to the meeting.

7.19. Chairperson

The Board shall appoint a chairperson from among its number. The chairperson shall be the nominal head of the club and will act as chairperson of any Club meeting at which they are present. If the chairperson is not present, or is unwilling or unable to preside at a Board meeting, the remaining Board Members shall appoint another Board member to preside as chair for that meeting only.

7.20. Conflict of Interest

A Board member 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 Board, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Board member casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Board member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Board. If this is not possible, the matter shall be adjourned or deferred.

(a) Disclosure of Interests

- (i) The nature of the interest of a Board member must be declared at the meeting of the Board at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Board at the next meeting of the Board. If a Board member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the Board member becomes interested.
- (ii) All disclosed interests must also be disclosed to each AGM in accordance with the Act.

(b) General Disclosure

- (i) A general notice stating that a Board member is a member of any specified firm or company and that they are 'interested' in all transactions with that firm or company is sufficient declaration under **clause 7.21**. After the distribution of the general notice, it is not necessary for the Board member to give a special notice regarding any particular transaction with that firm or company.

(c) Recording Disclosures

- (i) Any declaration made, any disclosure or any general notice given by a Board member in accordance with **clauses 7.20, 7.21** and/or **7.22** must be recorded in the minutes of the relevant meeting.

7.21. Board May Delegate Functions

- (i) The Board may, by instrument in writing, create, establish or appoint special Boards, individual officers and consultants to carry out specific duties and functions.
- (ii) It will determine what powers these Boards are given. In exercising its power under this clause, the Board must take into account broad stakeholder involvement.

(b) Delegation by Instrument

In the establishing instrument, the Board may delegate such functions as are specified in the instrument, other than:

- (i) this power of delegation; and
- (ii) a function imposed on the Board or the executive officer by the Act, any other law, this constitution, or by resolution of the club in a general meeting.

(c) Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

(d) Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under **clause 17**. The entity exercising delegated powers shall make decisions in accordance with the objects, and it shall promptly provide the Board with details of all material decisions. The entity shall also provide any other reports, minutes and information required by the Board.

(e) Delegation May Be Conditional

A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

(f) Revocation of Delegation

At any time the Board may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

7.22. Common Seal

- (a) The club shall have a seal upon which its corporate name shall appear in legible characters.
- (b) The seal shall not be used without the express authorisation of the Board. Every use of the seal shall be recorded in the club's minute book. Two Board Members must witness every use of the seal.

7.23. Executive Officer

The Directors may appoint an Executive Officer or other such job title as appropriate

- (a) Powers, duties and authorities of the Executive Officer
 - (i) The Executive Officer holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.
 - (ii) The exercise of those powers and authorities, and the performance of those duties, by the Executive Officer are subject at all times to the control of the Directors.
- (b) Subject to the terms and conditions of the appointment, the Directors may suspend or remove the Executive Officer from that office.
- (c) The Directors may delegate to the Executive Officer the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of the Club. The delegation will include the power and responsibility to:
 - (i) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
 - (ii) manage the financial and other reporting mechanisms of the Club;
 - (iii) approve and incur expenditure subject to specified expenditure limits;
 - (iv) sub-delegate their powers and responsibilities to employees or internal management committees of the Club; and
 - (v) any other powers and responsibilities which the Directors consider appropriate to delegate to the Executive Officer.
- (d) The Executive Officer is entitled, subject to a determination otherwise by the Directors, to attend all meetings of the Club, all meeting of the Directors and any Committees and may speak on any matter, but does not have a vote

8. RECORDS AND ACCOUNTS

8.1. Records

The club shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the Board). It shall produce these as appropriate at each Board or Annual general meeting.

8.2. Records Kept in Accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act. The club shall retain such records for seven years after the completion of the transactions or operations to which they relate.

8.3. Board to Submit Accounts

The Board shall submit the club's statements of account to the members at the AGM in accordance with this constitution and the Act.

- (a) The Club shall open and keep at least one transaction account as the Board may from time to time determine, and all monies belonging to the Club shall, as soon as practicable after the same shall be received, be paid and deposited to the credit of the account(s) of the Club".
- (b) No withdrawal shall be made from, and no cheques shall be drawn on, any transaction account in the name of the Club unless the withdrawal form, cheques or electronic transfer is signed or password-activated, as appropriate, by any two of the persons appointed by the Board for such purposes. All extraordinary and capital expenditure must be ratified by the Board

8.4. Accounts Conclusive

The statements of account, when approved or adopted by an AGM, shall be conclusive except when errors have been discovered within three months after such approval or adoption.

8.5. Negotiable Instruments

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised Board Members or in such other manner as the Board determines.

8.6. Auditor

- (a) A properly qualified auditor or auditors shall be appointed by the club at the Annual General Meeting. The auditor's duties shall be regulated in accordance with the Act. If no relevant provisions exist under the Act the duties shall be regulated in accordance with the *Corporations Act 2001 (Cth.)* and generally accepted principles and/or any applicable code of conduct.
- (b) The club in a general meeting may remove the auditor.
- (c) The accounts of the club shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each financial year.
- (d) The Auditor(s) may be removed by the Directors and an interim Auditor(s) appointed until the next Annual General Meeting.

8.7. Application of Income

The income and property of the club shall be applied solely towards the promotion of the objects.

(a) Except as prescribed in this constitution or the Act:

- (i) no portion of the income or property of the club shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any member
- (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the club to any member who holds any office of the club.

(b) Payment in good faith of or to any member can be made for:

- (i) any services actually rendered to the club whether as an employee, Board member or otherwise
- (ii) goods supplied to the club in the ordinary and usual course of operation
- (iii) interest on money borrowed from any member
- (iv) rent for premises demised or let by any member to the club
- (v) any out-of-pocket expenses incurred by a member on behalf of the club.
- (vi) Nothing in clauses 8.7(a) or (b) preclude such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

9. ADMINISTRATION

9.1. Winding Up

- (a) The club may be wound up in accordance with the Act.
- (b) The liability of the members of the club is limited.

9.2. Distribution Of Property On Winding Up

- (a) If upon winding up or dissolution of the club there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall not be paid to or distributed among the members. Instead, the assets or property shall be given or transferred to another organisation(s) that has objects similar to those of the club.
- (b) The organisation(s) must prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the club by this constitution. The organisation(s) is to be determined by the members in a general meeting at or before the time of dissolution. If this does not occur, the decision is to be made by a judge of the Supreme Court of South Australia or other court as may have or acquire jurisdiction in the matter.

9.3. Alteration Of Constitution

This constitution shall not be altered except by special resolution (requiring 65% of members present and voting to agree) unless the Board considers it necessary to amend the Constitution to:

- (a) to achieve or maintain affiliation of the Club with the SSO;
- (b) to comply with the SSO constitution and regulations; or
- (c) to achieve or maintain a particular tax status,

in which case the Board may, by Ordinary Resolution, make the amendments that it considers necessary for that purpose.

9.4. Regulations

- (a) The Board may formulate, issue, adopt, interpret and amend regulations for the proper advancement, management and administration of the club, the advancement of the purposes of the club and Road Running in South Australia. Such regulations must be consistent with the constitution and any policy directives of the Board.
- (b) All regulations are binding on the club and all members.
- (c) All clauses, rules, by-laws and regulations of the club in force at the date of the approval of this constitution (as long as such clauses, rules/by-laws and regulations are not inconsistent with or have been replaced by, this constitution) shall be deemed to be regulations and shall continue to apply.
- (d) Amendments, alterations, interpretations or other changes to regulations shall be advised to members

9.5. Status And Compliance Of Club

- (a) The club is a member of the state body for Athletics and is recognised by those bodies as the entity responsible for the delivery of Athletics in South Australia and is subject to compliance with this constitution. The state body's constitution shall continue to be so recognised.
- (b) This constitution will clearly reflect the objects of the state bodies for Athletics and Road Running and will conform to the constitutions of those bodies, subject always to the Act.
- (c) The club may not resign, disaffiliate or otherwise seek to withdraw from its state body without approval by special resolution.

9.6. Notice

- (a) Notices may be given by the club to any person entitled under this constitution to receive any notice. The notice can be sent by pre-paid post or facsimile transmission or, where available, by electronic mail to the member's registered address or facsimile number or electronic mail address. In the case of a delegate, the notice can be sent to the last recorded address, facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected six days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by the second business day after it was sent.

9.7. Indemnity

- (a) Every Board member and employee of the club will be indemnified out of the property and assets of the club against any liability incurred by them in their capacity as Board member or employee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The club shall indemnify its Board Members and employees against all damages and losses (including legal costs) for which any such Board member or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:
 - (i) in the case of a Board member, performed or made while acting on behalf of and with the authority, express or implied, of the club
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of, their employment by the club.

9.8. Transitional Provisions

(a) Continuing Membership

- (i) All persons who are, prior to the approval of this constitution under the Act, members of the club shall be deemed members from the time of approval of this constitution under the Act.
- (ii) Any members of the club, prior to approval of this constitution under the Act, who are not deemed members under **clause 5.6(a)** shall be entitled to carry on such functions analogous to their previous functions as are provided for under this constitution

9.9. Authority To Trade

The club is authorised to trade in accordance with the Act.

9.10. Colours Of The Club

- (a) The colours of the Club are: SARRC Blue HEX: 2d9bdd, Nero Grey HEX: 221E20.
- (b) These may be updated as required and approved by the Board.

Constitution Version Control

Date	Clauses amended	Description of change	General Meeting Date
28/02/2018	Entire Constitution	Total new constitution	28/02/2018