

CONSTITUTION

QUEENSLAND MARATHON and ROAD RUNNERS CLUB INCORPORATED

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CONSTITUTION

QUEENSLAND MARATHON and ROAD RUNNERS CLUB INCORPORATED

1. NAME

The name of the Club is QUEENSLAND MARATHON and ROAD RUNNERS CLUB INCORPORATED (hereinafter called "the Club").

2. OBJECTS

The objects of the Club are to:

- (a) foster and develop road running in Queensland.
- (b) promote the benefits of running within the general community.
- (c) promote healthy lifestyles and increase levels of community fitness through the encouragement of individuals of all ages and both sexes to participate in regular running activities.
- (d) encourage and support local running groups in Queensland.
- (e) establish and maintain links with similar sporting organisations.
- (f) organise running events to provide opportunities for friendly competition as an incentive to maintain high levels of fitness.
- (g) foster social interaction among members of the Club.
- (h) disseminate information about all aspects of road running.
- (i) recognise excellence in running events.

3. POWERS

The powers of the Club are to:

- (a) promote and conduct races or other activities.
- (b) receive accept and solicit donations, endowments and gifts of money, lands, stocks, funds, shares, securities and any other assets whatsoever.
- (c) affiliate with any body, whether incorporated or not, having the same or similar objects and to appoint representatives to any such body.
- (d) promote and encourage the formation and development of local road running clubs or similar bodies.

- (e) assist in or concur with the establishment of any other association having similar objects.
- (f) in so far as the law may allow, purchase, acquire, hold, maintain, lease and dispose of, any real or personal property and to erect, purchase, hire, maintain or furnish any buildings or appliances for the use and purpose of the Club.
- (g) borrow or raise money with or without security by any means whatsoever including overdraft, for any object of the Club and to mortgage or pledge any asset of the Club as security for any loan or guarantee and in so far as the law may allow to grant any debenture or fixed or floating charge over the assets of the Club or any of them.
- (h) publish such magazines, periodicals, newsletters, handbooks and reports as may be determined from time to time and to disseminate information and to promote education and literature on the Club and its objects among members and others.
- (i) join with any other body in carrying out any object for which the Club is formed either in partnership or in any other arrangements for joint action or co-operation.
- (j) appoint and dismiss such servants and staff as the committee may think necessary from time to time upon such terms as the committee may from time to time think fit.
- (k) foster social interaction among members by promoting recreation and other activities consistent with the objects of the Club.
- (l) give donations, subsidies or contributions to any association, union or body, whether social, benevolent, educational, patriotic or charitable and to establish and support or aid in the establishment and support of associations, institutions, funds or trusts of a social education, benevolent, patriotic or charitable nature and to endow, establish or give donations to or for scholarships, bursaries and grants in aid of an educational nature.
- (m) make awards which promote the objects of the Club or which serve to recognise service given to or benefits conferred on the Club or its members.
- (n) participate in and institute research projects consistent with the objects of the Club.
- (o) invest and deal with the monies of the Club not immediately required upon such securities and in such manner as may from time to time be determined.
- (p) engage in such fundraising activities as the committee may from time to time determine.
- (q) do all such acts and things as may be calculated to attain or assist in the attainment of all or any of the above objects as the committee or the Club may in its absolute discretion decide.

4. MEMBERSHIP

(a) Membership classes. The membership classes of the Club consist of Adult Members, Junior Members and Life Members:

(1) Members

(i) Subject to sub-clause 4(b) any person who has lodged a completed membership application in an approved form and paid the appropriate membership fee is deemed to be a member of the Club.

(ii) The number of members is unlimited.

(iii) The committee may decide categories of membership for members such as family membership and junior membership for the purpose of structuring annual membership fees.

(iv) The committee must ensure the Club membership form contains a statement as to:

A. whether or not the Club has public liability insurance; and

B. if the Club has public liability insurance—the amount of the insurance.

(2) Life Members

(i) Life membership may be conferred at any annual general meeting on a member or members for outstanding service rendered to the Club. No more than two (2) life members are to be conferred in any one (1) year and notice of intention to confer life membership must be included in the notice of meeting given to members. Nominations for life members are to be submitted for committee consideration before an annual general meeting. Only the committee may recommend a member for life membership at an annual general meeting. A life member is not liable for payment of membership fees and is deemed to be a member in perpetuity subject to sub-clause 4(c).

(ii) Unless contrary to the context or expressly excluded any reference in this constitution to “members” is deemed to include life members.

(b) Rejection of an application for membership by a person who has not previously been a member of the Club:

(1) The committee may reject an application for membership by a person who has not previously been a member of the club.

(2) If the committee rejects a person as a member, the secretary must, as soon as practicable after the decision, give the person a written notice of the decision. A person who has been rejected as a member has no right of appeal.

(3) If a person has been rejected as a member, the secretary must, as soon as practicable, refund the membership fee paid by the person.

(c) When membership ends

(1) A member may resign from the Club by giving written notice of resignation to the secretary, but no refund of fees will be payable.

(2) The resignation takes effect at:

(i) the time the notice is received by the secretary; or

(ii) if a later time is stated in the notice—the later time.

(3) The committee may terminate the membership of a member who:

(i) is convicted of an indictable offence; or

(ii) does not comply with any of the provisions of these rules; or

(iii) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Club.

(4) Before the committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.

(5) If, after considering all representations made by the member, the committee decides to terminate the membership, the secretary must give the member a written notice of the decision.

(6) If a person's membership is terminated, no refund of fees is to be payable.

(7) The membership of any person who has not paid their fees by 31 January will end on that date.

(d) Appeal against termination of membership

(1) A person whose membership has been terminated by the committee, may give the secretary written notice of their intention to appeal against the decision.

(2) A notice of intention to appeal must be given to the secretary within one (1) month after the person receives written notice of the committee's decision.

(3) If the secretary receives a notice of intention to appeal, the secretary must, within one (1) month after receiving the notice, call a general meeting to decide the appeal.

(e) General meeting to decide appeal

- (1) The general meeting to decide an appeal must be held within three (3) months after the secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why they should be readmitted as a member.
- (3) Also, the committee and the members of the committee who decided to terminate the membership must be given a full and fair opportunity to show why the membership was terminated.
- (4) An appeal is to be decided by resolution of the members present at the meeting.

(f) Register of members

- (1) The committee must keep a register of past and present members of the Club.
- (2) Unless contrary to the context or expressly included, any reference in this constitution to “members” is deemed to exclude past members.
- (3) The register must include the following particulars for each past and present member:
 - (i) the full name of the member;
 - (ii) the gender of the member;
 - (iii) the postal or residential address of the member;
 - (iv) the date of admission as a member;
 - (v) the date of birth of the member;
 - (vi) the date of death or time of resignation of the member;
 - (vii) details about the termination or reinstatement of membership; and
 - (viii) any other particulars the committee or the members at a general meeting decide.
- (4) The register must be open for inspection by members at all reasonable times.
- (5) A member must contact the secretary to arrange an inspection of the register.
- (6) A member may apply to the secretary to have information on any matter that is to be considered at a general meeting distributed to all members. Subject to the secretary being satisfied the matter is relevant to all members of the Club, the secretary is to distribute the information to all members of the Club.

(7) The committee may, on the application of a member, withhold information about the member (other than the member's full name) from the register available for inspection if the committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

(8) Unless otherwise decided by members at a general meeting, a member must not:

(i) use information obtained from the register of members to contact, or send material to, another member of the Club for the purpose of advertising for political, religious, charitable or commercial purposes; or

(ii) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member for the purpose of advertising for political, religious, charitable or commercial purposes.

5. FEES

(a) Members are to pay the annual fee applicable to their class and category of membership.

(b) The committee will decide annual fees. The committee may decide to reduce the fees when membership is for less than 12 months.

(c) Fees are payable by 31 January each year.

6. FINANCIAL YEAR

The financial year of the Club starts on 1 October each year and finishes on 30 September each year.

7. COMMITTEE

(a) The business and affairs of the Club are to be under the management control of a committee, hereinafter called "the committee".

(b) The committee may, subject to the decisions made at general meetings, exercise all the powers of the Club and act and do things as may be done by the Club which it considers necessary expedient or desirable in order to carry out the objects of the Club.

(c) The committee is to consist of a president, vice-president, secretary, treasurer, registrar and not more than nine (9) ordinary committee members.

(d) If the committee does not include a president, secretary, treasurer and registrar, the remaining members of the committee may act only for the purpose of filling the vacant positions.

- (e) No person is permitted to hold more than one position on the committee at any time.
- (f) The committee may make rules to govern its own meeting procedure.
- (g) The committee may appoint sub-committees to carry out any of its duties or functions and subject to the provisions of the *Associations Incorporation Act 1981* (hereinafter called “the Act”) may delegate any of its duties, powers or functions to any sub-committee or to any member or employee of the Club.
- (h) The committee may meet as and when it deems necessary but not less than quarterly. Committee meetings are to be called by the secretary or another person appointed by the committee for that purpose. As much notice of meetings as is practical in the circumstances is to be given to members of the committee.
- (i) Committee meetings may be conducted by electronic or other means, however unless all members of the committee participate in such meetings, any decisions made are to be ratified at the next face to face committee meeting.
- (j) Any casual vacancy on the committee may be filled by a member appointed by the committee. A casual vacancy occurs when a member of the committee elected at a general meeting ceases to be a member of the committee.
- (k) All members of the committee must be members of the Club and if a member of the committee ceases to be a member of the Club such person is to be deemed to have resigned from the committee.
- (l) The committee must ensure that before candidates are elected as members of the committee they are informed:
 - (1) whether or not the Club has public liability insurance; and
 - (2) if the Club has public liability insurance - the amount of the insurance.
- (m) A member of the committee may resign from the committee by giving written notice of resignation to the secretary. The resignation takes effect at:
 - (1) the time the notice is received by the secretary; or
 - (2) if a later time is stated in the notice—the later time.
- (n) A member of the committee being absent for three (3) consecutive committee meetings without having obtained leave of absence, or without having provided acceptable reasons to the committee, may at the discretion of the committee be deemed to have resigned from the committee. The member is to be advised in writing within fourteen (14) days of the decision by the committee.

(o) A member of the committee who contravenes or neglects wilfully to carry out his or her duties in accordance with this constitution may be suspended by resolution at any committee meeting. A member of the committee who is suspended must be advised in writing within seven (7) days of their suspension. This advice is to be delivered by hand, posted or electronic mail.

(p) A member of the committee may be removed from office by resolution at a general meeting.

(1) Before a vote of members is taken about removing the committee member, the committee member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

(2) A member of the committee who has been removed from office must be advised in writing within seven (7) days of the decision. This advice is to be delivered by hand, posted or electronic mail.

(3) A member has no right of appeal against his or her removal from office under this clause.

8. PRESIDENT

The president is to take the chair at all meetings of the Club and the committee at which he or she is present. In the absence of the president the vice-president is to take the chair and in the absence of both president and vice-president those members present are to elect one of their numbers to chair the meeting. The president is to be an ex-officio member of all sub-committees of the Club, but has no voting rights on sub-committees of which he or she is an ex-officio member.

9. SECRETARY

(a) The secretary is to provide all secretarial functions for the Club, giving or causing to be given all notices that may be required under this constitution and generally is to carry into effect directions of the committee. Subject to the Act all secretarial functions may be delegated by the secretary with the approval of the committee to another member of the Club.

(b) The secretary must comply with the residential requirements under the Act.

(c) The committee must ensure a secretary is elected or appointed in accordance with the provisions of the Act.

(d) The committee may remove a secretary under the provisions of the Act.

10. TREASURER AND FINANCE

- (a) The treasurer is to control the collection of all funds and income of the Club as soon as conveniently practicable after their receipt.
- (b) The treasurer is to pay the Club's debts and commitments as they become due, with payments completed by either electronic bank transfer or by not-negotiable cheque.
- (c) All cheques drawn or electronic transfers made on the Club bank accounts are to be authorised by any two of at least three persons appointed for that purpose by the committee.
- (d) The treasurer is to table monthly financial statements in writing at committee meetings.
- (e) The treasurer is to present an audited statement of the Club's financial affairs at each annual general meeting.
- (f) The treasurer is to arrange the authorisation and cause to be kept all required records of lotteries, raffles, and other fund raising activities conducted by the Club.
- (g) The treasurer is to maintain a petty cash account
- (h) The committee is to:
 - (1) decide the maximum amount that may be held in petty cash;
 - (2) decide the maximum amount the treasurer may pay from petty cash without prior approval of any two officers of the committee executive, those officers being the president, vice-president, secretary and treasurer; and
 - (3) decide the maximum amount any two officers of the committee executive may authorise as expenditure without prior committee approval.
- (i) The treasurer may with the consent of the committee delegate any of the above functions to another member of the Club.

11. BY-LAWS

- (a) The committee may make, alter or rescind by-laws for the conduct of the activities of the Club and its members.
- (b) Where any conflict occurs between this constitution and the by-laws, this constitution is to prevail.
- (c) A resolution carried at any general meeting may alter or rescind by-laws.

12. ANNUAL GENERAL MEETING

- (a) The annual general meeting must be held within three (3) months of the close of the Club's financial year.
- (b) Members of the committee are to be elected at the annual general meeting or at a subsequent general meeting.
- (c) Subject to a notice being issued calling for nomination for committee positions, nominations for members of the committee are to be in writing in a form approved by the committee, dated, and signed by the nominator, the seconder and the nominee. Nominations are to be handed to the secretary or by post or electronic mail so as to be received by the secretary at least twenty one (21) days before the date of a general meeting at which election of members of the committee are to be held. Only members may accept, propose or second committee nominations.
- (d) An outgoing member of the committee may nominate for election for any position on the committee.
- (e) Details of nominations for any position on the committee are to be given to members by the secretary at least fourteen (14) days before the relevant general meeting in any manner the committee from time to time determines including where appropriate by public notice in a newspaper or by notice on a notice board generally available for perusal by members.
- (f) The annual general meeting of the Club must conduct the following business:
 - (1) receive apologies;
 - (2) confirm the minutes of the previous annual general meeting and any intervening general meeting;
 - (3) receive the president's report;
 - (4) receive the treasurer's statements, duly audited;
 - (5) elect members of the committee;
 - (6) transact any business of which at least twenty one (21) days' notice in writing has been given to the secretary;
 - (7) transact any other business of which notice has been given in the notice convening the meeting.
- (g) Members of the committee are to be elected in the following manner unless there is only one nomination for the position, in which case the person nominated is elected unopposed and no voting is required:

- (1) The president is to declare all committee positions vacant and may ask the meeting to appoint another chairperson until the new president is elected.
- (2) Two returning officers are to be appointed from the floor by the members present.
- (3) The order of voting for the election of members of the committee is to be president, vice-president, secretary, treasurer, registrar, then other committee members. The incoming president is to take the chair immediately upon his or her election.
- (4) The candidate who has received the largest number of votes for a committee position is to be elected to that position.
- (5) If two candidates have an equal number of votes, the first appointed returning officer is to decide by a casting vote which candidate is elected, but, except as provided in this rule, the first appointed returning officer is not to vote in the election.
- (6) Upon completion of the count for each committee position the returning officers are to declare the candidates not exceeding the number of vacancies to be filled who have received the required number of votes to be duly elected members of the committee.
- (7) If there is no nomination for a committee position or insufficient nominations, the position or positions may be filled by a resolution at a subsequent general meeting.

13. SPECIAL GENERAL MEETING

- (a) A special general meeting of members is to be called following:
 - (1) a resolution to that effect by the committee; or
 - (2) a resolution in writing signed by at least twenty (20) members requesting such a meeting and giving notice of the matters to be discussed; or
 - (3) a resolution to that effect by a general meeting.
- (b) A special general meeting of the Club is to be called by the secretary within thirty (30) days of any of the above events. The notice of a special general meeting is to state the business to be transacted at the meeting and no other business is to be transacted at the meeting.

14. SPECIAL RESOLUTION

- (a) Written notice of a proposed special resolution, and of the time and place of the general meeting at which it is proposed to move the resolution, must be given before the general meeting to each member of the Club.

- (b) The notice must state the terms of the proposed special resolution.
- (c) A special resolution about which notice has not been given under this clause has no effect.

15. QUORUM

- (a) The number of members required to constitute a quorum shall be double the number of members presently on the management committee, plus one, or to be not less than fifteen (15) members – whichever is the greater.
- (b) The quorum for a committee meeting is to be not less than half the number of members who are members of the committee plus one.
- (c) If at any meeting, whether a general meeting or a committee meeting, a quorum is not present within thirty (30) minutes of the scheduled start time the meeting is to stand adjourned for seven (7) days or for a time not exceeding fourteen (14) days as the chairperson determines and those members present at the adjourned meeting will constitute a quorum.
- (d) If at any time during a committee meeting, the number of members of the committee present does not constitute a quorum then the committee meeting is to be suspended until a quorum is again present or the meeting is to be closed.

16. VOTING AT MEETINGS

- (a) Voting at meetings of the Club and its committee is to be by a show of hands unless the chairman of the meeting determines otherwise or unless a majority of those members present determine otherwise, or unless otherwise provided for in this constitution, in which case voting is to be by secret ballot or by poll. If a secret ballot is held, two returning officers are to be appointed from the floor by the members present.
- (b) A member may vote at general meetings of the Club in person or by proxy. The instrument appointing a proxy must be in writing and be in the following or similar form:

Queensland Marathon and Road Runners Club Incorporated

*I, _____ of _____, being a member of the above Club, appoint _____ of _____ as my proxy to vote for me on my behalf at the (annual) general meeting of the Club, to be held on (date) and at any adjournment of the meeting.
Signed this (date)
Signature*

The instrument appointing a proxy must:

- (1) if the appointor is an individual – be signed by the appointor or the appointor’s attorney properly authorised in writing; or
- (2) if the appointor is a corporation -
 - (i) be under seal; or
 - (ii) be signed by a properly authorised officer or attorney of the corporation.

A proxy must be a member of the Club. The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot. Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote. Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate. If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in writing and be in the following or similar form:

Queensland Marathon and Road Runners Club Incorporated

*I, _____ of _____, being a
member of the above Club, appoint _____ of _____
as my proxy to vote for me on my behalf
at the (annual) general meeting of the Club, to be held on (date) and at any
adjournment of the meeting.
Signed this (date)
Signature*

*This form is to be used *in favour of/*against (strike out whichever is not wanted) the
following resolutions (list relevant resolutions)*

- (c) Only members of the committee present at a committee meeting are entitled to vote. To remove any doubt, proxy votes are not permitted at committee meetings.
- (d) Except for a special resolution, a resolution at a general meeting must be carried by a majority of the members present.
- (e) A declaration by the chairperson at a general meeting that a special resolution has been passed at the meeting by the votes of $\frac{3}{4}$ of the members who are present is conclusive evidence of the fact.
- (f) The chairperson of a meeting has a casting vote only and does not have a deliberative vote.
- (g) The chairperson's ruling on any item of conduct or procedure at any meeting is final.
- (h) A resolution at a committee meeting must be carried by a majority of the members of the committee present.

(i) A member of the committee is not to vote at a committee meeting in respect of any contract or proposal in which he or she has an interest and if he or she does vote that vote will not be counted.

17. MINUTES

(a) The minutes of an annual general meeting are to be submitted to the next following annual general meeting for confirmation.

(b) The minutes of a general meeting are to be submitted to the next following general meeting for confirmation.

(c) Minutes of a committee meeting are to be submitted to the next following committee meeting for confirmation.

(d) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting and committee meeting are recorded in writing.

(e) If asked by a member of the Club, the secretary must, within fourteen (14) days after the request is made:

(1) make the minutes for a particular meeting available for inspection by the member at a mutually agreed time and place; and

(2) give the member copies of the minutes of the meeting.

18. RESCISSION OF RESOLUTION

No resolution passed at a general meeting is to be rescinded unless at least fourteen (14) days' notice has been given to members of the Club of the proposed rescission.

19. NOTICES

(a) Unless expressly defined in this constitution the expression "notice in writing" means a written notice delivered by hand or sent by post, or by electronic mail.

(b) Notice of any committee meeting is to be given to all members of the committee by telephone, email, text or letter or by other personal notification.

(c) Written notice of any general meeting is to be given to all members by any means the committee determines and, without prejudice to any other means, may be given by advertisement in any journal or magazine or newsletter published by or on behalf of the Club or by any combination of those means. Notice is to be given at least twenty eight (28) days before the date of the annual general meeting and fourteen days (14) before the date of any other general meeting.

20. PATRONS

The committee may appoint a patron, patrons and vice patrons for a period it determines.

21. OFFICIALS

The committee may appoint officials (including full or part-time employees) for periods it determines and subject to the Act may delegate to them powers and duties as the committee deems necessary or desirable.

22. AUDITORS

The committee is to appoint one or more qualified auditors who are to prepare an audited statement of the Club's finances for presentation at each annual general meeting. The auditors are to have the power to call for all or any books of account at any time.

23. COMMON SEAL

The common seal of the Club is to be used only with the authority of the committee and every instrument to which the seal is affixed is to be signed by two members of the committee.

24. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and property of the Club, whencesoever derived, is to be applied solely towards the promotion of the objects of the Club, and no portion thereof is to be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Club or relatives of members, provided that nothing herein is to prevent the payment in good faith of remuneration to any officer or servant of the Club or to any member of the Club in return for any services actually rendered to the Club or reasonable and proper rental for premises let to the Club by any member of the Club.

25. INSURANCE

Public liability and office-holder protection insurance must be maintained by the Club.

26. ALTERATION OF CONSTITUTION

(a) This constitution may be amended, repealed or added to by a special resolution carried at a general meeting.

(b) Any amendment, repeal or addition to this constitution is valid only if it is registered in accordance with the provisions of the Act.

27. DOCUMENTS

The committee must ensure the safe custody of books, documents, instruments of title and securities of the Club.

28. WINDING UP

The Club may be dissolved at any time by a special resolution carried at a general meeting of the Club. Before a special resolution is carried dissolving the Club the meeting is to decide the disposal of surplus assets of the Club remaining after payment of all debts and legal liabilities.