

# Professional Cross Country Club of Tasmania Incorporated

## CONSTITUTION

*Originally compiled 1968 with amendments 1998, 2009, 2013, 2017  
and 2020*

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### **DEFINITIONS OF THE CLUB**

1. The name of the Association shall be the PROFESSIONAL CROSS COUNTRY CLUB OF TASMANIA INCORPORATED (in these rules called "The Association").
2. (1) In these rules, unless the contrary intention appears, "committee" means the committee of management of the Association;.  
  
"general meeting" means a general meeting of members convened in accordance with rule 13 (*14 days notice, published in newspaper stating place, day, time and nature of business to be decided*);  
  
"ordinary committee member" means a member of the committee to whom paragraph (b) of sub-rule (1) of rule 23 relates (*ordinary committee members*).  
  
(2) In these rules, expressions referring 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.  
  
(3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1931 and the Act as in force on the date on which these rules are adopted by the Association.
3. The Office of the Association shall be at a place the current committee will determine. (*Amended 2009*)

## **CLUB OBJECTIVES AND RESPONSIBILITIES**

4. (1) The objects for which the club is established are -
- (a) to organise, promote, advertise and otherwise conduct road and cross country handicapped running races in Tasmania for people aged 15 and over; *(amended 2009)*
  - (b) to organise, promote, advertise and otherwise conduct such events as are consistent with the objects of the Association;
  - (c) to provide or hire tracks, courses, clubrooms and other facilities in connection with events conducted by the Association for its members and spectators;
  - (d) to promote the sport of professional cross country running and to further the interest of professional cross country runners in Tasmania;
  - (e) to conduct social functions for its members and friends of the Association and to foster goodwill and social intercourse between its members;
  - (f) to enter into all necessary contracts, agreements and/or arrangements incidental to the objects of the Association;
  - (g) to do all such things including but not limited to the purchase, sale and management of any business, real or personal property, the conduct of raffles or other fundraising methods, the borrowing or investment of money, the acceptance of gifts and the employment of persons as may be conducive to the attainment of these objects.
- (2) In addition to the basic objects of the Association, the objects and purposes of the Association shall be deemed to include -
- (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
  - (b) the buying, selling and supplying of, and dealing in, goods of all kinds;
  - (c) the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
  - (d) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
  - (e) the taking of such steps from time to time as the committee or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions or otherwise;
  - (f) the printing and publishing of such newspapers, periodicals, books, leaflets or other documents as the committee or the members in general meeting may think desirable for the promotion of the objects and purposes of the Association;
  - (g) the borrowing and raising of money in such manner and on

such terms as the committee may think fit or as may be approved or directed by resolution passed at a general meeting;

- (h) subject to the provisions of the Trustee Act 1898, the investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the committee may from time to time determine;
- (i) the making of gifts, subscriptions or donations to any of the funds, authorities, or institutions to which section 780) (a) of the Income Tax Assessment Act 1936 of the Commonwealth relates;
- (j) the establishment and support, or aiding in the establishment or support of any other association formed for any of the basic objects of the Association;
- (k) the purchase or acquisition, and undertaking of all or any part of the property, assets, liabilities and engagements of any association with which the Association may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Association;
- (l) the power to operate bank and/or building society accounts; and
- (m) the doing of all, such, other lawful things as are incidental., or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.

## **BECOMING A MEMBER**

5. (1) A person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the annual subscription prescribed in or fixed under these rules.
- (2) The term of membership begins with the receipt of annual subscription by the club member to the Treasurer and ceases at midnight on the day prior to the first club race the following year. *(Amended 2009)*
- (3) The new member's name shall be entered in the register of members. *(Amended 2017)*
- (4) A nomination of a person for membership of the Association -
  - (a) shall be made in writing, signed by two members of the Association;
  - (b) shall be accompanied by the written consent of the person nominated (which may be endorsed on the form of nomination);
  - (c) shall include the appropriate membership subscription; and
  - (d) shall be lodged with and approved by a member of the committee of management.
- (5) A person may join as
  - (a) a *general member* and compete in Association races provided he/she is at least fifteen years of age
  - (b) a *social member*, who may not compete in Association races but has every other privilege of a general member or
  - (c) a *nominated time member*, who may only compete in the Association's nominated time events. *(Amended 2017)*
- (6) A person may be made a *Life Member* of the Association through a process determined, from time to time, by the Committee. A Life Member shall not be required to pay a membership subscription. *(Amended 2017)*

## **MEMBERSHIP RESIGNATION**

- (6) A member of the Association may, at any time, resign from the Association by delivering or by sending by post to the Secretary a written notice of resignation.
- (7) Upon receipt of a notice under sub-rule (6) of this rule, the Secretary shall remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Association.
- (8) A right, privilege or obligation of a person by virtue of their membership of the Association -
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of their membership, whether by death, resignation or otherwise.

## **A MEMBER DERIVING FINANCIAL BENEFIT FROM THE CLUB**

- 6. (1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly by dividend, bonus or otherwise, to any member of the Association.
- (2) The Association shall not -
  - (a) appoint a person who is a member of the committee to any office in the gift of the Association to the holder of which there is payable any remuneration by way of salary, fees or allowances; or
  - (b) pay to any such person any remuneration or other benefit in money or money's worth (other than the payment of out of pocket expenses).
- (3) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Association of
  - (a) remuneration in return for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member in the ordinary course of business;
  - (b) interest at a rate not exceeding seven and one-quarter percent on moneys lent to the Association by the servant or member; or
  - (c) a reasonable and proper sum by way of rent for premises let to the Association by the servant or member.

## **ACCOUNTS TO BE KEPT**

7. (1) True accounts shall be kept -
- (a) of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
  - (b) of the property, credits, and liabilities of the Association,  
  
and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be open to the inspection of the members of the Association.
- (2) The Treasurer of the Association shall faithfully keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in such form and manner as the committee may direct.
- (3) The accounts, books and records referred to in sub-rules (1) and (2) of this rule shall be kept at the Association's office or at such other place as the committee may decide.
8. (1) The Treasurer of the Association shall, on behalf of the Association receive all moneys paid to the Association and forthwith after the receipt thereof issue official receipts therefore.
- (2) The committee shall cause to be opened with such bank, building society or approved financial institution as the committee selects a banking account in the name of the Association into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.
- (3) The committee may receive from the Association's bank or bankers for the time being the cheques drawn by the Association, on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Association.

## **NO SUM EXCEEDING \$10 TO BE PAID IN CASH**

- (4) Except with the authority of the committee, no payment of a sum exceeding Ten dollars shall be made from the funds of the Association otherwise than by cheque drawn on the Association's bank account, but the committee may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the committee may impose.

- (5) No cheques shall be drawn on the Association's bank account except for the payment of expenditure that has been authorised by the committee.
- (6) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by the Treasurer and by such other member or members of the committee as the committee may nominate for that purpose.

### **APPOINTMENT OF AUDITOR AT AGM**

- 9. (1) At each annual general meeting of the Association, the members present shall appoint a person as the auditor of the Association.
- (2) A person so appointed shall hold office until the annual general meeting next after that at which they are appointed, and are eligible for re-appointment.
- (3) The first auditor of the Association may be appointed by the committee before the first annual general meeting and, if so appointed, shall hold office until the first annual general meeting, unless previously removed by a resolution of the members at a general meeting, in which case the members at the meeting may appoint an auditor to act until the first annual general meeting.
- (4) If an appointment is not made at an annual general meeting, the committee shall appoint an auditor of the Association for the then current financial year of the Association.
- (5) Except as provided in sub-rule (3) of this rule, the auditor may only be removed from office by special resolution.
- (6) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the committee may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding annual general meeting.

## **ROLE OF AUDITOR**

10. (1) Once at least in each financial year of the Association, the accounts of the Association shall be examined by the auditor.
- (2) The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the annual general meeting.
- (3) In their report, and incertifying to the accounts, the auditor shall state - I
  - (a) whether they have obtained the information required by them;
  - (b) whether, in their opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at their disposal and the explanations given to them and as shown by the books of the Association; and
  - (c) whether the rules relating to the administration of the funds of the Association have been observed.
- (4) The Treasurer of the Association shall cause to be delivered to the auditor a list of all accounts, books and records of the Association.
- (5) The auditor
  - (a) has a right of access to the accounts, books, records, vouchers and documents of the Association;
  - (b) may require from the servants of the Association such information and explanations as may be necessary for the performance of their duties as auditor;
  - (c) may employ persons to assist them in investigating the accounts of the Association; and
  - (d) may, in relation to the accounts of the Association, examine any member of the committee or any servant of the Association.



## **THE ANNUAL GENERAL MEETING**

11. (1) The Association shall, in each year, hold an annual general meeting.
- (2) The annual general meeting shall be held on such day (being not later than three months after the close of the financial year of the Association) as the Committee may determine.
- (3) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- (4) The annual general meeting shall be specified as such in the notice convening it.
- (5) The ordinary business of the annual general meeting shall be
  - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - (b) to receive from the Committee, auditor, and servants of the Association reports upon the transactions of the Association during the last preceding financial year;
  - (c) to elect the officers of the Association and the ordinary committee members;
  - (d) to elect the handicapper and publicity officer; (*amended 2009*)
  - (e) to appoint the auditor and determine their remuneration; and
  - (f) to determine the remuneration of servants of the Association.
- (6) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (7) All general meetings other than the annual general meeting shall be called special general meetings.

## **SPECIAL GENERAL MEETINGS**

12. (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Committee shall, on the requisition in writing of not less than ten members, convene a special general meeting of the Association.
- (3) A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Association and may consist of several documents in the like form, each signed by one or more of the requisitionists.
- (4) If the Committee does not cause a special general meeting to be held within twenty-one days from the date on which a requisition therefore is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after three months from the date of deposit of the requisition.
- (5) A special general meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.

## **PROVIDING NOTICE FOURTEEN DAYS PRIOR FOR ALL GENERAL MEETINGS**

13. The Committee of the Association shall, at least fourteen days before the date fixed for holding a general meeting of the Association advise members by email and the Association website, the place, day and the time for the holding of the meeting, and the nature of the business to be transacted thereat. *(amended 2020)*
14. (1) All business that is transacted at special general meetings and all business that is transacted at the annual general meeting, with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.

## **GENERAL MEETING QUORUM OF TEN MEMBERS**

- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) Ten members personally present (being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.

## **DISSOLVING A GENERAL MEETING THROUGH LACK OF QUORUM**

- (4) If within thirty minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; and in any other

case it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

### **CHAIRING A GENERAL MEETING**

15. (1) The President or in their absence, a Vice-President, shall preside as chairperson at every general meeting of the Association.
- (2) If the President and the Vice-Presidents are absent from the general meeting, the members present shall elect one of their number to preside as chairperson thereat.

### **ADJOURNING A GENERAL MEETING**

16. (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **VOTING AT A GENERAL MEETING**

17. A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried unanimously, or carried by a particular majority, or lost and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of, the number-or proportion of votes recorded in favour of, or against that resolution.
18. (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes shall be given personally (*no proxy votes*).
- (3) In the case of an equality of voting on a question, the chairperson of the meeting is entitled to exercise a second or casting vote.

## **CHAIRPERSON      DECIDES VOTING METHOD**

19. If at a meeting a poll of any question is demanded it shall be taken at that meeting in such manner as the chairperson may direct and the result of the poll shall be deemed to be the resolution of the meeting on that question.
20. A poll that is demanded on the election of a chairperson, or on the question of adjournment, shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct.

## **ROLE OF THE COMMITTEE**

21. (1) The affairs of the Association shall be managed by a committee of management constituted as provided in rule 23.
  - (2) The committee -
    - (a) shall control and manage the business and affairs of the Association;
    - (b) may, subject to these rules, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these rules to be exercised by general meeting of members of the Association ; and
    - (c) subject to the Act and these rules, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association;
    - (d) has the power to nominate members as delegates and for other positions to represent the Association in fulfilling the, objects of the Association.

## **OFFICERS OF THE CLUB**

22. (1) The officers of the Association shall be -

(a) a President; (b) two Vice-Presidents; (c) a Treasurer; (d) a Secretary.

(2) Each officer of the Association shall hold office until the annual general meeting next after the date of their election but is eligible for re-election.

(3) In the event of a casual vacancy in any office mentioned in sub-rule (1) of this rule, the committee may appoint one of its members to the vacant office, and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of their appointment.

23. (1) The committee shall consist of

(a) the officers of the Association; and

(b) Publicity Officer (*amended 1998*); and

(c) Handicapper (*amended 1998*); and

(d) 6 ordinary committee members

all of whom shall be elected at the annual general meeting of the Association.

(2) Each ordinary committee member shall, subject to these rules, hold office until the second annual general meeting after the date of their election with half the positions becoming vacant at each annual general meeting. All ordinary committee members are eligible for re-election.

(3) In the event of a casual vacancy occurring in the office of an ordinary committee member, the committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office subject to these rules for the remainder of the term of office of their predecessor.

## **NOMINATION TO THE COMMITTEE**

24. (1) Nominations of candidates for election as officers of the Association, ordinary committee members, handicapper or publicity officer are to be -  
*(amended 2009)*
- (a) made in writing signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
  - (b) shall be delivered to the Public Officer of the Association at least 10 days before the date fixed for the holding of the Annual General Meeting. *(Amended 1998)*
- (2) If insufficient nominations are received to fill all vacancies on the Committee -
- (a) the candidates nominated are taken to be elected, and
  - (b) further nominations are to be received at the Annual General Meeting. *(Amended 1998)*
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected. *(Amended 1998)*
- (4) the ballot for the election of officers and ordinary committee members shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

## **HOW A COMMITTEE OFFICE BECOMES VACANT**

25. For the purposes of these rules, the office of an officer of the Association or of an ordinary committee member becomes vacant if the officer or committee member -
- (a) dies;
  - (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors, or makes any assignment of their estate for their benefit;
  - (c) becomes of unsound mind;
  - (d) resigns their office by writing under their hand addressed to the committee;
  - (e) ceases to be resident in the State;
  - (f) fails, without leave granted by the committee, to attend three consecutive meetings of the committee;
  - (g) ceases to be a member of the Association; or
  - (h) fails to pay all arrears of subscription due by them within fourteen days after they have received a notice in writing signed by the Secretary stating that they have ceased to be a financial member of the Association.

## **FREQUENCY OF COMMITTEE MEETINGS**

26. (1) The committee shall meet at least once each month at such place and at such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President or any five of its members.
- (3) Notice shall be given to members of the committee of any special meeting, specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

## **QUORUM FOR COMMITTEE MEETINGS IS FOUR**

- (4) Any four members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.
- (6) At meetings of the committee -
- (a) the President or, in their absence, a Vice-President; or
  - (b) if the President and the Vice-Presidents are absent, such one of the remaining members of the committee as may be chosen by the members present, shall preside.
- (7) Questions arising at meetings of the committee or of any sub-committee appointed by the committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second, or casting vote.
- (9) Each member of the Committee shall be advised by a member of the Executive Committee of the dates of all Committee meetings. *(Amended 2009)*.
27. (1) A member of the committee who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose their interest at the first meeting of the committee at which the contract or arrangement is first taken into consideration

if their interest then exists, or, in any other case, at the first meeting of the committee after the acquisition of their interest.

- (2) If a member of the committee becomes interested in a contract or arrangement after it is made or entered into they shall disclose their interest at the first meeting of the committee after they become so interested.
- (3) No member of the committee shall vote as a member of the committee in respect of any contract or arrangement in which they are interested and if they do so vote their vote shall not be counted.



## **APPOINTMENT OF SUB COMMITTEES**

28. (1) The committee may at any time appoint a sub-committee from the committee as it may think fit and shall prescribe the powers and functions thereof.
- (2) The committee may co-opt as members of a sub-committee such persons as it thinks fit, whether or not these persons are members of the Association but a person so co-opted is not entitled to vote.
- (3) a majority of appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee.
- (4) A sub-committee shall determine its own time and place of meetings in order to resolve its business in the time allotted to it by the committee.
- (5) The President, the Vice-Presidents, the Treasurer, the Secretary and the Public Officer if not one and the same person, constitute an Executive Committee which may issue instructions to the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the committee and where any such instructions are issued shall report thereon to the next meeting of the committee.

## **PAYMENT OF ANNUAL SUBSCRIPTION**

29. (1) The amount of annual subscription of members of the Association is to be set at the Annual General Meeting, upon recommendation of the Committee (*amended 1998*).
- (2) The annual subscription of a member is due and payable on or before the date on which the member exercises their rights as a member of the Association (*original sub-rule 2 repealed then amended 1998*).
- (3) No person shall be permitted to participate in an event of the Association, as a competitor unless their subscription has been paid for the year of participation, and all membership arrears have been paid (*amended 1998*).

## **THE CLUB'S FINANCIAL YEAR**

30. The financial year of the Association is the period 1st November to 31st October next following (*amended 1998 and 2009*).

(*section 31 removed 2020*)

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