

Byron Bay Runners, Incorporated

Byron Bay, NSW

Club Constitution



BYRON BAY
R U N N E R S

Final Version : 8 August 2022

1. Definitions and interpretation

1.1. Definitions

In this Constitution:

Club means Byron Bay Runners, Inc

1.2. Interpretation

In this Constitution, unless the context indicates a contrary intention:

- (a) **(headings)** headings and the table of contents are inserted for convenience only and do not affect interpretation of this Constitution.
- (b) **(legislation)** a reference to any legislation or provision of legislation includes all amendments, consolidations or replacements and all regulations or instruments issued under it.
- (c) **(month)** a reference to a month is a reference to a calendar month.
- (d) **(replacement bodies)** a reference to a body (including an institute, association or authority) which ceases to exist or whose powers or functions are transferred to another body is a reference to the body which replaces it or which substantially succeeds to its power or functions
- (e) **(writing)** a reference to a Notice, consent, request, approval or other communication under this Constitution or an agreement between the parties means a written Notice, request, consent, approval or agreement.
- (f) **(year)** a reference to a year is a reference to twelve consecutive calendar months

2. Company Name and Nature

2.1. Name of the Company

The name of the Club shall be 'Byron Bay Runners, Inc.' (Club)

2.2. Club Mission Statement

Byron Bay Runners, Inc. is a club for runners of all ages and abilities. Our mission is to promote, practice and enjoy the benefits of running, supporting all club members to achieve personal fitness goals.

2.3. Colours

The colours of the Club are blue, white and green.

2.4. Objectives

The objectives of the Club shall be:

- To promote running as an affordable, inclusive recreational activity within Byron Bay and to the wider Byron Shire community and surrounding shires.
- To take part in running and other related sporting activities (e.g. triathlons) within New South Wales, interstate and overseas.
- To offer members access to weekly group training sessions, and enable team membership for local, national and international running events.
- To offer members social events where they can build lasting relationships and friendships.

2.5. Affiliation

The Club shall be affiliated to such organisations as decided by the Committee to be beneficial for club operations and membership (e.g. Athletics NSW).

3. Membership

3.1. Membership General

Membership shall be open to all persons subscribing to the objects of the Club and paying the prescribed subscription fees. No restrictions shall be imposed on any person by virtue of religious or political beliefs, sex, race, sexual orientation or age. The committee do reserve the right to refuse membership to any person without assigning any reason therefore.

3.2. Life Members

At any Annual General Meeting of the Club, a Life Member or Members on the nomination of the Committee can be elected, such that election to be on account of some special service or services rendered to the Club. A life member shall be entitled to attend and vote at all general meetings of the Club and shall have other privileges as may be decided upon from time to time by the Committee.

3.3. Registration for membership

A registration for membership must be:

- (a) submitted via the electronic platform as adopted by the Committee accompanied with the approved fee for the financial year.

- (b) Upon receipt of the registration and payment of the approved fee for the financial year, the applicant becomes a member of the Club (and they are added to the Club's register of members).

3.4. Registration fees

- (a) The annual subscriptions shall be set by the Committee prior to the commencement of the next financial year (1 October to 30 September)
- (b) Subscriptions shall be due on the date set by the Committee provided that the aforesaid date is advertised to all members (from 1 October for annual registrations, quarterly dates for Juniors term registrations, in line with NSW school term dates).
- (c) Differential subscriptions may be levied at the discretion of the Committee.
- (d) A member shall not be deemed to be unofficial until the set subscription is one months in arrears.
- (e) All annual membership subscriptions are due at the start of the Club's financial year (1 October); no pro-rata rate will be offered to individuals wishing to join later in the year.
- (f) Life members are not required to renew their membership.

3.5. Suspension and Expulsion

Any member may be expelled or suspended from membership at the discretion of the Committee, provided that such a member shall have the right of appeal to a General Meeting. Voting on this issue shall be by secret ballot, both in the Committee and in the General Meeting.

3.6. Resolution of disputes

- (a) A dispute arising under this Constitution between a Member and another Member of the Club; or 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.
- (b) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties may refer the dispute to a community justice centre for mediation under the Community Justice Centres Act 1983 (NSW).
- (c) If the dispute is not resolved by mediation the Club may take whatever steps it considers appropriate in regard to the dispute in the best interests of the Club and the Members concerned.

4. The Committee

4.1. Composition and membership of Committee

- (a) At the Annual General Meeting of the Club, a Committee comprising the following shall be elected:
 - I. President,
 - II. Registrar,
 - III. Secretary,
 - IV. Treasurer; and
 - V. Ordinary Committee members to fulfil various functional roles within the club.
- (b) At the Annual General Meeting, a Vice-President and an Honorary Auditor may also be elected.
- (c) The Committee shall hold office until the next Annual General Meeting to that at which it was elected. Each member of the Committee shall be eligible for re-election and all positions declared open.
- (d) There is no maximum number of consecutive terms for which a committee member may hold office.
- (e) The position of any Committee member absent for three consecutive meetings without leave of absence shall automatically become vacant. Acceptance of an apology shall be deemed grant of such leave.

4.2. Election of Committee members

- (a) Nominations of candidates for election as office-bearers of the Club or as ordinary committee members:
 - I. Must be nominated and seconded.
 - II. Must accept the nomination.
- (b) If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot is to be held via written ballot papers. The nominees are required to leave the room or remove themselves from the online meeting, whilst the ballot is conducted.
- (c) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Club must be a member of the Club.

4.3. Powers of the Committee

- (a) The Committee shall be fully responsible and accountable to the Club.
- (b) The Committee shall have the power to co-opt up to two further Committee members and may fill casual vacancies for functional roles within the Club.

4.4. Sub-committees

The Club or Committee will appoint a subcommittee to be responsible for the running of any other intra- and inter-club competitions as required in the following year. The Director of this subcommittee will also be a member of Club Committee.

4.5. Committee meetings and quorum

- (a) The quorum for Committee meetings shall be a minimum of two office bearers (President, Vice President, Treasurer and/or Secretary) and two ordinary committee members.
- (b) The committee must meet a minimum of 4 times in the period of 12 months at the time and place the Committee determines
- (c) Notices of meetings either in writing or orally must be given by the Secretary to each of the committee members at least 48 hours prior to the meeting.
- (d) Meetings can be convened via the use of technological devices.
- (e) Meetings cannot be held if there is no quorum present.

5. General Meetings

5.1. Annual General Meetings

- (a) The Annual General Meeting shall be held in October each year.
- (b) At least fourteen (14) days' notice of each meeting shall be given to each member preferably by email, but also through the Club's website.
- (c) Accidental omission to give notice shall not invalidate the meeting.
- (d) The notice must state the time, date and place of the meeting.

5.2. Business of the Annual General Meeting

- (a) To receive the Annual Report and Statement of Accounts
- (b) To elect a Committee for the ensuing year;
- (c) To consider motions of which due notice has been give or which any member, with the permission of the meeting, may introduce;
- (d) To dispose of any other matter which may be, consistent with the constitution, introduced at such a meeting.

5.3. Chairperson

- (a) The President, if present, shall chair the meeting.
- (b) If the President is absent at the time the meeting is due to start, the Committee members shall elect a person to chair the meeting from those members present.

5.4. Office Bearer Nominations

- (a) Nominations for office bearers may be made prior to the Annual General Meeting.
- (b) Any election required shall be by secret ballot.
- (c) Any equality in voting shall be resolved in favour of the retiring candidate (if any) or otherwise by ballot.
- (d) In the event of a ballot, scrutineers shall be elected by the members present; the voting papers shall be destroyed after the results of the ballot have been announced.

5.5. Voting

- (a) Where required, each member personally present at any meeting shall have one vote.
- (b) In the event of an equality of voting on any matter, the Chairperson of the Meeting shall have a second or casting vote, as well as the first or deliberative vote.
- (c) All voting may be by show of hands, but if any member present request the vote to be by way of a ballot, thereupon such vote shall be taken by ballot in the ordinary way.
- (d) A junior member (u18yrs) is not entitled to vote at any general meeting of the Club.
- (e) A member is not entitled to vote at any general meeting of the Club unless all money due and payable by the member to the Club has been paid.

5.6. Quorum for General Meetings

- (a) The quorum shall be not less than five members, including two office bearers (President, Vice President, Treasurer and/or Secretary).
- (b) If within ten minutes from the time appointed for the meeting a quorum is not present, the meeting: (i) if convened upon the requisition of Members, must be dissolved; and (ii) in any other instance, must stand adjourned to the same day in the next week, at the same time/place. If the adjourned meeting still does not achieve quorum attendance, the voting members present will be deemed a quorum.

5.7. Decisions at general meetings

Except as otherwise required by the Corporations Act, questions arising at a General Meeting must be decided by a majority of votes cast by the Voting Members present and voting at the meeting.

5.8. Participation at general meetings

The Company may hold a meeting of its Members at two or more venues using technology that gives Members as a whole a reasonable opportunity to participate.

5.9. Proxy Votes

Proxy voting must not be undertaken at or in respect of a general meeting.

5.10. Special General Meetings

- (a) A Special General Meeting may be called by the Committee at any time.
- (b) Such meetings shall be called within fourteen (14) days of receipt of such requisition and not less than seven days' notice shall be sent to all Club members.

6. Finance

6.1. Accounts to be kept

- (a) True accounts shall be kept of all monies receive and expended by the Club.
- (b) All financial transactions to be recorded in electronic files.
- (c) Financial records to be maintained and backed-up regularly. These records should be kept as a PDF 'locked' (unable to be edited) document.
- (d) Accounts reconciliation to be performed by the Club Treasurer. Statements should be prepared for the Club Committee meetings (quarterly), and attached to Committee Meeting Minutes.

6.2. Inspection of books

At least once a year, the accounts of the Club shall be examined and an Income and Expenditure Account and Balance Sheet prepared.

6.3. Financial Year

The financial year of the Club shall end on the thirtieth day of September (30 September) each year, and the accounts shall be submitted to the Annual General Meeting.

6.4. Funds distribution

- (a) The Committee shall be empowered to invest the funds and property of the Club upon such securities as the Committee see fit.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two authorised signatories.
- (c) All internet banking transactions must be approved by two authorised signatories.

6.5. Winding up or distribution of property of the Club

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same must not be paid to or distributed among the Members but must be given or transferred to a fund, authority or institution:

- (a) having objects similar to the Objects of the Company; and
- (b) which operates in Australia.

Miscellaneous

6.6. Dissolution

- (a) The Club shall be dissolved if:
 - 1. A resolution to this effect is carried by a General Meeting, fourteen (14) days of notice of the proposed resolution having been given
 - 2. If financial membership drops to ten members or less.

- (b) If upon the dissolution of the Club there remains, after satisfaction of all debts and liabilities, any property or funds whatsoever, the same shall not be distributed or paid among the members of the Club but shall be transferred or given to some other Club or institution having objectives similar to those of the Club, to be determined by members of the Club or at or before the time of dissolution, and in default thereof as may be directed upon application to the Supreme Court of Australia in that behalf.

6.7. Altering the Constitution

- (a) Changes to the Constitution are required to be debated and voted upon at a Special General Meeting.

- (b) The constitution may be amended by a 75% in agreement majority at a General Meeting provided seven (7) days' notice of the proposed amendment has been given to all members.

6.8. Interpretation

- (a) Any doubt arising as to the application or meaning of any clause shall be decided by the Committee whose decision will remain until altered by vote of a General Meeting, whose decision shall then be final and conclusive.
- (b) If any case occurs which, in the opinion of the Committee, is not provided for in this constitution, it shall be determined by the Committee in such manner as deemed expedient.

6.9. Copies of the Constitution

The Secretary shall supply a copy of this constitution, without charge, upon reasonable request to any new or existing member. The constitution will be available for download via the club's website.

6.10. Registered Office

The registered office of the Club shall be at Cavanbah Centre: Sport and Cultural Centre, Ewingsdale, 2481, NSW or any other such place as the Committee shall from time to time appoint.

6.11. Rules of Conduct

- (a) For reasons of insurance, visitors or friends are permitted to run once with the club in training or events before being asked to join Byron Bay Runners as a financial member.
- (b) For reasons of Health and Safety, and compliance with Byron Council 'Use of Sporting Facilities' Contract, dogs and other pets are not permitted onto the Herb Elliott Athletics Oval.
- (c) For reasons of Health and Safety, when running at night-time on an unlit run route (e.g. Thursday trails) it is compulsory that members run as a group with head/hand torches.

6.12. Personal Indemnification

Any member operating machinery or hire vehicles on behalf of the club shall not be liable for damages or insurance excess charges if they are not acting in a dangerous manner, or driving under the influence of alcohol (zero limit) or drugs and have

applicable licenses for the machinery or vehicles being operated, as requested by the Club Committee or appointed subcommittee.

7. Coaches Code of Conduct

7.1. Coach Registration.

All coaches must be financial members of the club; coaches should register as social run members to ensure they are on the club email list and have personal liability insurance as per membership. Coaches are bound by the normal rules and regulations of membership.

7.2. Coach Qualifications.

- (a) All coaches must have appropriate coaching qualifications to the age group and level they are coaching (i.e. Athletics Australia accredited and registered, level 1 as Assistant Coach, level 2 and upwards able to determine coaching programs and provide individual custom-made programs).
- (b) All coaches must provide the club with a valid Certificate of Currency; coaches for U18 squads (juniors and senior squads) must also apply and provide the club with their NSW working with children number.
- (c) As accredited coaches, we honour the Athletics Australia code of conduct (e.g. no smoking, no physical contact with athletes) and other best practice principles.

7.3. Coaching Activities and Individual Programs.

- (a) As part of their normal activities, BBR coaches (with level 2 qualification or higher) can offer club members with full registration (adults or annual junior and senior squad members) individualised training programs.
- (b) It is the coach's choice whether they offer this service or not.
- (c) Club coaches cannot charge members for their services, under any circumstances.
- (d) As part of their coaching activities, all coaches should promote club activities (weekly runs, club events) to BBR members, and operate within the weekly training run framework offered by the club (e.g. social runs, track sessions) as meets the individual's running goals and personal schedule i.e. at least one club run/squad session per week.
- (e) There can be no association between private run coaching business and club activities. Anyone who is also a qualified coach with a private coaching business offering similar 'face to face' services to those of the club, within the club's geographical area of operation cannot also be a club member or coach, due to a

Conflict of Interest. A member who is also a coach can offer online services to individuals outside of the club's geographical area on the understanding that they do not market their business services either directly or indirectly to members (e.g. word of mouth).

