

# SOUTH AUSTRALIAN ROGAINING ASSOCIATION INCORPORATED

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Constitution adopted: 10 May 1987

Amended: 16 March 2024

## CONSTITUTION

### 1. NAME

- 1.1 The name of the Association shall be 'South Australian Rogaining Association Incorporated', referred to herein as 'the Association'.

### 2. INTERPRETATION

- 2.1 In this Constitution, unless the contrary intention appears:

- 'Committee' means the Committee of the Association as defined in section 9;
- 'member' used alone means a person as defined in section 5;
- 'member with voting rights' means a person as defined in section 6.2;
- 'member' used in the context of voting or elections means a member with voting rights;
- 'the 'Act' means the Associations Incorporation Act (SA), 1985; 'General Meeting' shall include Annual General Meeting.

### 3. OBJECTS

- 3.1 The objects of the Association shall be to promote the sport of Rogaining, particularly but not necessarily exclusively in the State of South Australia, by means including:
- a. organising rogaines and similar events;
  - b. endorsing and publicising rogaines as a sport and as a form of recreation, and similar events organised by other persons and bodies;
  - c. publishing and otherwise disseminating information concerned with the sport of Rogaining;
  - d. affiliating with and sharing information and expertise with other bodies having common interests similar objectives.

### 4. POWERS

- 4.1 The Association shall have all the powers conferred by the Act, except as limited by this Constitution.

### 5. MEMBERSHIP

- 5.1 The Association shall consist of one class of members being Ordinary members. the following classes of members:

- a) ~~Ordinary members~~
- b) ~~Family members~~
- c) ~~Group members~~
- d) ~~Honorary Life members~~

- 5.2 An Ordinary member is a natural person who has entered or assisted as a volunteer in a rogaine with the Association. This membership shall commence at date of entry or volunteering and be for all or part of the current year through to 31 December of the following year. submitted an application to be such and whose application has been approved by the Committee or a person authorised by the Committee to approve such applications, and who has paid the subscription fee prescribed by the Committee for the current Financial Year.

- 5.3 ~~Family membership shall be available to a group comprised of one or two persons over the age of eighteen years and any number of persons (including none) under that age, who:~~

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- ~~a) are all ordinarily resident at the same address;~~
- ~~b) have submitted an application for such membership, and whose application has been approved by the Committee or a person authorised by the Committee to approve such applications;~~
- ~~c) have paid the subscription fee prescribed by the Committee for the current Financial Year.~~

~~5.4 The Committee may at its discretion grant Group membership to any group of people when it is considered that such action will further the objects of the Association. The Committee may prescribe an annual subscription fee to be paid by such a group, and may decline to renew such membership at the end of any Financial Year without assigning any reason.~~

~~5.5 The Association may grant Honorary Life Membership to a person who has rendered conspicuous and distinguished service to the Association over an extended period of time. An Honorary Life member must be elected as such by a two-thirds majority of members present and voting at a General Meeting. No subscription fee shall be payable by such a member.~~

### 6. RIGHTS OF MEMBERS OF THE ASSOCIATION

6.1 All members of the Association shall have the right to participate in events organised by the Association, subject to any limits imposed on the number of participants.

6.2 **Members aged 18 and over at the time of a General Meeting shall have voting rights.**

The following classes of members shall be known as members with voting rights:-

- ~~a. Ordinary Members;~~
- ~~b. Family Members over the age of eighteen years;~~
- ~~c. Honorary Life Members.~~

6.3 Each member with voting rights shall have the following rights:

- a. to propose a motion at a meeting and nominate a person for election to the Committee or any office;
- b. to accept nomination for election to the Committee or any office and to be so elected;
- c. to speak to or against a motion;
- d. to exercise a vote for or against a motion or in an election.

~~6.4 Nothing in this Constitution shall prevent any person who is a Family Member or a Group Member or eligible for such membership from becoming an Ordinary Member and so acquiring voting rights.~~

### 7. FINANCIAL YEAR AND **FEES** SUBSCRIPTIONS

7.1 The ~~first~~ Financial Year of the Association **is the period between 1 January and the next 31 December.** shall be the period following adoption of this Constitution until the next 31 December. Subsequent Financial Years shall end on each 31 December.

**7.2 The Committee shall during each Financial Year determine the entry fee for each Rogaining event. Members cannot compete in a Rogaine until payment of the corresponding entry fee has been received.**

~~7.3 The Committee shall during each Financial Year determine the amount of the subscription fee for each class of membership, to apply to the succeeding Financial Year.~~

~~7.4 7.3 Subscriptions become due for payment on 1 January in each Financial Year.~~

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~~7.5 Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.~~

### 8. OFFICE BEARERS

8.1 The Association shall have Office Bearers consisting of:

- a. a President;
- b. a Vice President;
- c. a Secretary; and
- d. a Treasurer

as hereafter defined, and who shall be elected at each Annual General Meeting ~~by ballot of members present in person~~. A person may hold two of the above Offices provided that the President, Vice President and one other Office Bearer are distinct individuals.

8.2 The President shall see that the business of the Association is conducted in a proper manner and shall ensure the Association's wellbeing and that the objects of the Association are pursued. The President shall be entitled to take the chair at meetings of the Association and of the Committee. The President shall present a report of the Association's activities to the Annual General Meeting.

8.3 The Vice President shall have, in the absence of the President, all the powers of the President.

8.4 The Secretary shall attend to correspondence, issue notices for meetings, keep all records (other than financial) of the Association, and carry out such duties as the Committee may from time to time direct. The Secretary shall keep minutes of all meetings of the Association.

8.5 The Treasurer shall be responsible for the receipt of all moneys on behalf of the Association and shall maintain accurate books of account. The Treasurer shall present to the Annual General Meeting a statement of receipts and expenses for the preceding Financial Year and a statement of the assets and liabilities of the Association as at the end of that Year. Such a report shall be verified by an Auditor in accordance with section 12.3.

8.6 Each Office Bearer shall be a member of the Association having voting rights.

8.7 A casual vacancy in the position of an Office Bearer shall be filled by an appointee of the Committee. Where possible the Committee shall appoint a committee member who was elected at the previous Annual General Meeting.

### 9. THE COMMITTEE

9.1 The affairs of the Association shall be managed and controlled by a Committee which may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or this Constitution required to be done by the Association in general meeting. The Committee shall not, however, act contrary to any resolution passed at a General Meeting of the Association.

9.2 The Committee shall consist of:

- a. The Office Bearers;
- b. Up to four members elected at the Annual General Meeting;
- c. The immediate past President; and
- d. Co-opted members, if any.

9.3 The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Association and may delegate any of its powers to such officers and

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employees. The Committee shall have the power to co-opt members to serve as Committee members, and such members shall have the same rights as elected members.

- 9.4 All Committee members shall hold office until the end of the Annual General Meeting following their election or co-option. Committee members shall be eligible for re-election.
- 9.5 A member of the Committee may be removed from office by a two thirds majority of those members present and voting at a General Meeting, provided that at least fourteen days' notice of such a motion has been given in writing to all members with voting rights.
- 9.6 The Committee may declare a Committee member to have vacated office if the member:
- ceases to be a member of the Association;
  - is disqualified by the Act;
  - is absent without apology from two consecutive meetings of the Committee, or from three Committee meetings in a Financial Year;
  - declines to act as directed by the Committee; or
  - tenders **their** ~~his or her~~ resignation, and such resignation is accepted by the Committee.
- 9.7 The Committee shall meet at such times as it deems desirable or at the express direction of the President or Vice President, provided that a Committee meeting is held at least every four months. All Committee members shall be notified of Committee meetings in writing at least five days in advance, except that if all Committee members signify their consent a Committee meeting may be held at shorter notice.
- 9.8 The quorum for a Committee meeting shall be **six** ~~four~~ Committee members, of whom at least two must be Office Bearers.
- 9.9 No action taken by the Committee shall be deemed unconstitutional owing simply to vacancy in one or more Committee positions.

### 10. MEETINGS

- 10.1 An Annual General Meeting shall be held in each Financial Year ~~except the first~~. Notice in writing of such a meeting shall be given to all members with voting rights at least fourteen (14) days prior to such meeting. The business of the Annual General Meeting shall include but not be limited to those matters required by this constitution to be dealt with at an Annual General Meeting.
- 10.2 A General Meeting shall be held if the Committee so decides or at the request of ten (10) or more members of the Association. Notice in writing of such a meeting shall be given to all members with voting rights at least fourteen days prior to such meeting. The members present at such a meeting may transact any business consistent with the objects of the Association regardless of whether an agenda was circulated in advance.
- 10.3 The quorum for an Annual General Meeting or General Meeting of the Association shall be ten (10) of the members having voting rights.

### 11. PROCEDURE AT MEETINGS

- 11.1 If within 30 minutes of the advertised starting time of any meeting a quorum of duly qualified members is not present, the meeting shall stand adjourned until the same time in the next week, except in the case of a general meeting called by request of members, which shall lapse forthwith. If at such an adjourned meeting a quorum is not present within 30 minutes of the advertised starting time, those members present shall be deemed to form a quorum.
- 11.2 The President shall be entitled to take the chair at any meeting of the Association or of the Committee. Should the President be absent or decline to take, or retire from, the chair, then the Vice President shall be so entitled. Should the Vice President also be absent or decline to take, or

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retire from, the chair, then the Committee members present (in the case of a Committee meeting) or the members with voting rights present (in any other case) may choose one of their number to act as chairperson.

- 11.3 The chairperson may, with the consent of any meeting, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 11.4 At any meeting, a resolution put to a vote shall be decided on a show of hands unless the chairperson decides that a poll be held, or three (3) or more members demand that a poll be held. Except as provided otherwise by this constitution, a simple majority shall be sufficient for a resolution to be carried.
- 11.5 In the case of an election to any office, voting shall be by show of hands unless the meeting resolves that a secret ballot be held. All candidates for election must have been nominated by another member with voting rights and must have accepted nomination.
- 11.6 In the case of equality of votes on any motion, the chairperson shall have a casting vote in addition to a deliberative vote.

### 12. FINANCE

- 12.1 All moneys paid to the Association shall be received and accounted for by the Treasurer. All cash or payments to the Association shall be lodged into a bank account in the name of the Association as soon as practicable after receipt.
- 12.2 Any bank account held by the Association shall require two bank signatories authorised by the Committee to enable any moneys to be paid. ~~No moneys shall be drawn from any bank account of the Association except by cheque signed by two bank signatories authorised by the Committee.~~ Such signatories shall be Office Bearers except in the case of accounts opened to facilitate the organisation of events, for which the Committee may authorise other signatories.
- 12.3 At each Annual General Meeting the members of the Association shall appoint an Auditor, who shall not be a member of the Committee, and who shall audit the books and accounts of the Association and report to the next Annual General Meeting regarding the truth and completeness of the Treasurer's report.
- 12.4 The Association may borrow money from banks or other financial institutions on such terms and conditions as the Committee sees fit and may secure the repayment thereof by charging the property of the Association.
- 12.5 Subject to section 53 of the Act, the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.
- 12.6 The income and property of the Association shall be applied solely towards the promotion of its objects, and no portion shall be paid or transferred, directly or indirectly, by way of dividend to any of its members. This shall not prevent payment to any servant of the Association, whether or not a member, for services rendered to the Association, nor prevent reimbursement of any person for expenses incurred on behalf of the Association.
- 12.7 Investment of any funds belonging to the Association shall be limited to bank deposits and investment in securities in which trust moneys may, by Act of Parliament, be vested. The lodging of any funds other than in an ordinary bank account at call shall be approved by resolution of the Committee.

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### **13. RESIGNATION**

13.1 A member may resign from membership of the Association by giving written notice thereof to the Secretary.

### **14. DISCIPLINE**

14.1 The Committee may resolve to expel, suspend, or request the resignation of any member of the Association whose conduct, in the opinion of the Committee, is discreditable or injurious to the character or interests of the Association.

14.2 Before any member is expelled or otherwise penalised the member shall be given the opportunity to speak against the charge and to justify or explain the situation, and shall be given at least seven days' notice of a Committee meeting at which such defence may be presented.

14.3 If, following the hearing of a member's defence, the Committee confirms its earlier resolution, its decision shall take effect immediately unless the member concerned forthwith communicates in writing an intention to appeal to a General Meeting, in which case the matter shall be dealt with at the next lawfully convened General Meeting.

14.4 A member appealing against a decision of the Committee to discipline **them** ~~him or her~~ shall have the right to speak before the General Meeting and to call witnesses. Members with voting rights present at the meeting may by majority decision determine:

- a. to uphold the decision of the Committee; or
- b. to vary the penalty to be applied to the member; or
- c. to overturn the decision of the Committee, in which case no action shall be taken against the member.

In the case of a. or b. above, the decision of the General Meeting shall take effect immediately.

### **~~15. COMMON SEAL~~**

~~15.1 The Association shall have a Common Seal upon which its corporate name shall appear in legible characters, and which shall be kept in the custody of the Secretary.~~

~~15.2 The seal shall be affixed to a document only pursuant to a resolution of the Committee. The affixing of the seal shall be attested by the signatures of two members of the Committee at least one of whom shall be an Office Bearer.~~

### **15. PUBLIC OFFICER**

15.1 The Association shall have a Public Officer as required by the Act. The Committee shall at its first meeting after each Annual General Meeting appoint a Public Officer or confirm the office of the existing Public Officer.

15.2 In the event of a vacancy occurring in the office of Public Officer, the Committee shall appoint another Public Officer at its first meeting, and if the Committee does not meet to appoint a Public Officer within the time required by the Act, the President or the Vice President shall appoint a Public Officer to serve until the Committee does so meet.

### **16. AMENDMENTS TO THIS CONSTITUTION**

16.1 This Constitution may not be amended except at a General Meeting of the Association, and then only provided that:

- a. At least twenty-one days' notice of intention to amend the Constitution has been given in writing to all members with voting rights, and such notice specifies the exact nature of the proposed amendment; and

- b. At least two thirds of the members present and voting at the meeting vote in favour of the amendment.

### 17. DISBANDMENT

- 17.1 The existence of the Association shall end if:
  - a. It is required to do so by lawful proceedings under the Act; or
  - b. A motion for disbandment is carried by a General Meeting.
- 17.2 For a motion for disbandment to be carried, notice of such a motion must have been sent in writing to all members with voting rights at least twenty-one days in advance of the meeting, and at least ninety percent of the members present must vote in favour of the motion.
- 17.3 If after the disbandment of the Association there remains surplus assets as defined in the Act, such surplus assets shall be given to The Australian Rogaining Association Incorporated, or if this is not then possible, shall be distributed in accordance with the provisions of the Act.

### 18. SERVICE OF NOTICES

- 18.1 Where this Constitution requires that a notice be given to a member such notice shall be in writing and delivered either personally or by electronic mail. ~~may be served personally on the member on behalf of the Association, or it may be sent by post to the address shown in the register of members.~~
- ~~18.2 Where a document is properly addressed prepaid and posted as a letter, the document shall be deemed to have been given to the person at the time the letter would have been delivered in the ordinary course of post.~~