

The Trail Co. Trailiens – Rules

By registering for membership to the club, you hereby understand and agree to the following:

1. Interpretation

(1) In these rules—

Act means the Associations Incorporation Act 1981.

present—

- (a) at a management committee meeting, see rule 10(5); or
- (b) at a general meeting.

(2) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

(3) Use of the term ‘The Club’ means ‘The Trail Co. Trailiens’.

(4) Item 4.2 and Section 5 apply to all individuals attending Club runs, whether they are Ordinary Members, Casual Runners or attending a free trial session.

2. Name

The name of the incorporated association is The Trail Co. Trailiens Inc

3. Objects

The objects of the association are—

The Trail Co. Trailiens exists to provide a safe, inclusive and fun training environment for trail runners of all abilities. The aim is to facilitate training sessions and support trail running options that both introduce new people to the community and provide avenues for future growth.

The club does not exist to return profit to members or to undertake commercial activities (eg. Races), outside of the training environment. Membership fees will be used to provide coaching, purchase club equipment and host club events.

Our home trails are at Mt Coot-tha and the D’Aguilar National Park. While ad hoc sessions or social events may be held in other locations, all regular training sessions will be based in this area.

Members are encouraged to contribute to the club and wider trail running community through volunteering, leading or participating in club social runs and involvement in the organisation of club activities.

4. General

- 4.1. You are required to inform The Club of any change in your details at the earliest opportunity.
- 4.2. The Club reserves the right to use all images and/or footage captured during activities associated with The Club.
- 4.3. By signing up to The Club, you will be subscribed to our newsletter. Your details will not be given out to third party or sold. Email is the main method for communication of club news and events. Should you choose to unsubscribe from the newsletter, you may do so at any time but you understand that you may miss out on some information.
- 4.4. The Club does not accept responsibility for any lost opportunities to access benefits that may arise from missed emails, spam filters or other unforeseeable circumstances that may cause delays or block you from receiving our email notifications. Every effort will be made on our behalf to ensure the notifications are regular and timely.
- 4.5. Members will conduct themselves with respect, courtesy and personal responsibility at all times. This includes taking care of the trails, respect of the traditional owners of the land, minimising

impact on the environment and being aware of the safety and enjoyment of fellow club members and the general public.

- 4.6. Anyone seen to be acting a way that could bring The Club, The Trail Co. brand or its values into disrepute, including but not limited to, discrimination, physical or verbal abuse of others, acting against the instructions of authorities and land managers, behaving in ways that may endanger their own or others' safety or any other anti-social behavior, may be expelled from the club after deliberation by the Management Committee. Membership fees will not be refundable for expelled members.

5. Run Training Sessions

- 5.1. You are participating in activities associated with The Club of your own volition. You understand that fitness training and exercise require physical exertion, which may be strenuous and may cause injury, and are fully aware of and accept the risks and hazards involved.
- 5.2. Membership of persons under 18 will be considered on a case by case basis in consultation with their parent or guardian. Said parent or guardian must also be a member.
- 5.3. It is your responsibility to consult with a physician prior to participating in activities associated with The Club. You represent and warrant that you are physically fit and have no medical condition which would compromise you participating safely in activities with The Club. You agree to immediately inform The Club. and cease participation if this changes at any time.
- 5.4. It is your responsibility to act with due care for your own safety and for the safety of other participants at all times.
- 5.5. Prior to participating in any event or training scenario, you hereby release The Club, its officers, employees, agents and representatives from any responsibility for loss, damage, personal injury and liability of any kind.
- 5.6. The Club will host at least 52 sessions over each calendar year. All efforts will be made to provide at least one session each week however this will be at the discretion of the Management Committee and there may be times during the year where there is no run scheduled during a particular week.

6. Club Shirt

- 6.1. Members of the club are entitled to one Running Shirt or Singlet per membership year. All efforts will be made to provide you with your first choice in size or design however there may be times when your preferred option is unavailable. In this instance, members are entitled to the closest available alternative or may wait until a new shirt or singlet is available.
- 6.2. Members who choose a suitable alternative are not entitled to a second free shirt in the same membership year if their first choice later becomes available.
- 6.3. There may be instances where a new design is available in some sizes and/or styles while the older design still exists in other sizes and styles. In this instance, the new design will not become available until the original one is no longer available. The exception to this rule is for renewing members, who will be given the choice of the new design if it is available at the time of their renewal.
- 6.4. Additional shirts or singlets may be purchased from the club where available or pre-purchased during designated pre-order rounds.

7. Membership

7.1. Membership Classes

- 7.1.1. The class of membership of The Club consists of only ordinary members and the number of ordinary members is unlimited.

7.1.2. Ordinary members have full voting rights and are eligible for election to the Management Committee.

7.2. Membership Application

7.2.1. An application for membership must be received —

- (a) in writing; and
- (b) signed by the applicant
- (c) in the form decided by the Management Committee.

7.2.2. The Management Committee must consider an application for membership at the next committee meeting held after it receives—

- (a) the application for membership; and
- (b) the appropriate membership fee for the application.

7.2.3. The Management Committee must ensure that, as soon as possible after the person applies to become a member of the club, and before the committee considers the persons application, the person is advised—

- (a) whether or not the club has public liability insurance; and
- (b) if the club has public liability insurance — the amount of the insurance.

7.2.4. The Management Committee must decide at the meeting whether to accept or reject the application.

7.2.5. If a majority of the members of the Management Committee, present at the meeting, vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.

7.2.6. The secretary of The Club must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.

7.2.7. A person whose application for membership has been rejected is not able to appeal against the decision and the secretary must, as soon as practicable, refund the membership fee paid by the person.

7.3. Membership Resignation or Termination

7.3.1. A member may resign from The Club by giving a written notice of resignation to the secretary, however there will be no refund of the membership fee paid by the person. The resignation takes effect at the time the notice is received by the secretary; or if a later time is stated in the notice — the later time.

7.3.2. The Management Committee may terminate a member's membership if the member

- (a) is convicted of an indictable offence; or
- (b) does not comply with any of the provisions of these rules; or
- (c) has membership fees in arrears for at least 2 months; or
- (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the club.

7.3.3. Before the Management 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.

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

7.3.5. A person whose application for membership has been rejected, or whose membership has been terminated, is not able to appeal against the decision and there will be no refund of the membership fee paid by the person.

7.4. Membership Register

- 7.4.1.The Management Committee must keep a register of members of The Club.
- 7.4.2. The register must include the following particulars for each club member—
 - (a) the full name of the member;
 - (b) contact details as decided by the management committee;
 - (c) the date of admission as a member;
 - (d) the date of death, resignation or termination of the member;
 - (f) any other particulars the management committee decide.
- 7.4.3.A member must contact the secretary to arrange an inspection of the register and this will be made available as soon as practicable.
- 7.4.4.However, the Management Committee may, on the application of a member of the club, withhold information about club membership, if the committee has reasonable grounds for believing the disclosure of the information would put members at risk of harm or was in fact contrary to the objectives or intent of The Club.
- 7.4.5.A member must not use information obtained from the register of members to contact, or enable another party to contact, other members of the club for the purpose of advertising for political, religious, charitable or commercial purposes.

8. Membership Fees

- 8.1. The membership fee for each ordinary membership
 - (a) is the amount decided by the members from time to time at a general meeting; and
 - (b) is payable when, and in the way, the management committee decides.
- 8.2. A member who has paid the annual subscription for membership of The Club on or before a day fixed by the Management Committee, is not liable to pay a further amount of annual subscription before the day on which the next annual subscription is payable.
- 8.3. Membership fees must be paid in full at the time they become due and are not refundable, in part or full.
- 8.4. Membership for The Club will include membership to QRun.
- 8.5. Fees will cover the costs of qualified coaching, equipment for club activities and the provision of a club shirt or singlet to each member, each membership year.
- 8.6. The Management Committee will vote on how to spend any additional funds that remain available.

9. Management Committee

- 9.1. **Functions of the management committee**
 - 9.1.1.Subject to these rules or a resolution of the members of the club, carried at a general meeting, the management committee has the general control and the management of the administration of the affairs, property and funds of the club.
 - 9.1.2.The management committee has authority to interpret the meaning of these rules and any matter relating to the club on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- 9.2. **Membership**
 - 9.2.1.A member of the Management Committee must be a member of the club.
 - 9.2.2.The Management Committee of the club will have eight roles: President, Secretary, Treasurer, and five ordinary committee members which will all be elected.
 - 9.2.3.Elected roles will be voted on annually and may be held by the same individual for no longer than 2 consecutive years. An individual may serve on the committee for no longer than 5 consecutive years.

9.2.4. At each annual general meeting of the club, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.

9.2.5. Any two members of the club may nominate another member (the candidate) to serve as a member of the Management Committee. Nominations may be provided to the secretary in writing prior to the annual general meeting at which the election is to be held or may be taken from the floor of the meeting.

9.3. Resignation, removal or vacation of office of management committee member

9.3.1. A committee member may resign from the club by giving a written notice of resignation to the secretary. The resignation takes effect at the time the notice is received by the secretary; or if a later time is stated in the notice — the later time.

9.3.2. A member may be removed from the committee, at a general meeting of the club, if a majority of the committee members are present and eligible to vote, do so in favour of removing the member. Before a vote is taken about removing the member from the committee, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

9.3.3. A member has no right of appeal against their removal from office.

9.4. Vacancies on management committee

9.4.1. If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of the club to fill the vacancy until the next annual general meeting.

9.4.2. The continuing members of the management committee may act despite a casual vacancy on the management committee.

9.5. Quorum for management committee meeting

9.5.1. At a Management Committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.

9.5.2. However, if the number of committee members is less than the quorum of the Management Committee, the continuing members may act only to increase the number of Management Committee members to the number required for a quorum; or call a general meeting of The Club.

10. Management Committee Meetings

10.1. The Management Committee may meet and conduct its proceedings as it considers appropriate.

10.2. The Management Committee must meet at least once every 2 months to exercise its functions.

10.3. The Management Committee must decide how a meeting is to be called.

10.4. Notice of a meeting is to be given in the way decided by the Management Committee.

10.5. The Management Committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member take part in discussions as they happen.

10.6. A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.

10.7. A member of the Management Committee must not vote on a question about a contract or proposed contract with the club if the member has an interest in the contract or proposed contract.

10.8. The president is to preside as chairperson at a Management Committee meeting.

- 10.9. Committee meetings will last for no longer than one hour excluding the annual general meeting which may last no longer than two hours.
- 10.10. All committee decisions must be cognizant of values of The Trail Co. brand and always ensure that they do not endanger or contravene the brand values or value.

11. Special meeting of the management committee

- 11.1. If the secretary receives a written request signed by at least 33% of the members of the Management Committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- 11.2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 11.3. A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the Management Committee.

12. Annual General Meeting

- 12.1. **Timing**
 - 12.1.1. The first annual general meeting must be held within 6 months after the end date of the club's first reportable financial year.
 - 12.1.2. Each subsequent annual general meeting must be held at least once each year; and within 6 months after the end date of the club's reportable financial year
- 12.2. **Business to be conducted at a general meeting**
 - 12.2.1. The following business must be conducted at each annual general meeting of the club —
 - (a) receiving the club's financial statement, and signed statement, for the last reportable financial year;
 - (b) presenting the financial statement and signed statement to the meeting for adoption;
 - (c) electing members of the management committee.

13. Notice of general meeting

- 13.1. The secretary may call a general meeting of the club. The secretary must give at least 14 days notice of the meeting to each member of the club. If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 13.2. The management committee may decide the way in which the notice must be given.
- 13.3. The quorum for a general meeting is at least the number of members elected or appointed to the Management Committee at the close of the club's last general meeting plus 1. However, if all members of the club are members of the Management Committee, the quorum is the total number of members less 1.
- 13.4. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

14. Voting at general meeting

- 14.1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the club members present.
- 14.2. Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 14.3. A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 14.4. The method of voting is to be decided by the management committee.

15. Special general meeting

- 15.1. The secretary must call a special general meeting by giving each member of the club notice of the meeting within 28 days after—
 - (a) being directed to call the meeting by the Management Committee; or
 - (b) being given a written request signed by at least 33% of the members of the Management Committee when the request is signed; or
 - (c) being given a written request signed by at least the number of ordinary members of the club equal to double the number of members of the club on the Management Committee when the request is signed plus 1.
- 15.2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

16. Funds and accounts

- 16.1. The funds of the club must be kept in an account in the name of the club in a financial institution decided by the management committee.
- 16.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the club.
- 16.3. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 16.4. A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- 16.5. If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following—
 - 16.5.1. the president;
 - 16.5.2. the secretary;
 - 16.5.3. the treasurer;
 - 16.5.4. any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issued by the association.
- 16.6. However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- 16.7. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 16.8. A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- 16.9. All expenditure must be approved or ratified at a Management Committee meeting.

17. Distribution of surplus assets

- 17.1. If the club is wound-up and has surplus assets, the surplus assets must not be distributed among the members of the club. The assets must be distributed to one or more trailing running organisations or another non-for-profit organisation, as decided by the Management Committee, with similar objectives to the club.

18. Appointment or election of secretary

- 18.1. The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
 - (a) a member of the association elected by the association as secretary; or
 - (b) any of the following persons appointed by the management committee as secretary—
 - (i) a member of the associations management committee;

- (ii) another member of the association;
 - (iii) another person.
- 18.2. If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.
- 18.3. If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- 18.4. If the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- 18.5. However, if the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- 18.6. If the management committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the management committee.
- 18.7. In this rule— **casual vacancy**, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

19. Removal of secretary

- 19.1. The management committee of the association may at any time remove a person appointed by the committee as the secretary.
- 19.2. If the management committee removes a secretary who is a person mentioned in rule 18.1(b)(i), the person remains a member of the management committee.
- 19.3. If the management committee removes a secretary who is a person mentioned in rule 18.1 (b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 18.5, the person remains a member of the management committee.

20. Functions of secretary

The secretary's functions include, but are not limited to—

- (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the association; and
- (d) maintaining the register of members of the association.

21. Minutes of management committee meetings

- 21.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.
- 21.2. To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

22. Minutes of general meetings

- 22.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- 22.2. To ensure the accuracy of the minutes—

- (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
- (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

- 22.3. If asked by a member of the association, the secretary must, within 28 days after the request is made—
 - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.
- 22.4. The association may require the member to pay the reasonable costs of providing copies of the minutes.

23. Alteration of rules

- 23.1. Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 23.2. However an amendment, repeal or addition is valid only if it is registered by the chief executive.

24. Common seal

- 24.1. The management committee must ensure the association has a common seal.
- 24.2. The common seal must be—
 - (a) kept securely by the management committee; and
 - (b) used only under the authority of the management committee.
- 24.3. Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by—
 - (a) the secretary; or
 - (b) another member of the management committee; or
 - (c) someone authorised by the management committee.

25. General financial matters

- 25.1. On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 25.2. The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

26. Documents

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

27. Financial year

The end date of the association's financial year is 30 June in each year.

28. Procedure at general meeting

- 28.1. A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

28.2. A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.

28.3. At each general meeting—

- (a) the president is to preside as chairperson; and
- (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
- (c) the chairperson must conduct the meeting in a proper and orderly way.