

# Constitution

**Canberra Bushwalking Club Incorporated**

**ABN 33 895 935 978**

Adopted on **^Insert Date^**

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## CONSTITUTION

### CANBERRA BUSHWALKING CLUB INCORPORATED

#### 1. NAME OF THE ASSOCIATION

The name of the association is Canberra Bushwalking Club Incorporated (**Club**).

#### 2. DEFINITIONS AND INTERPRETATIONS

##### 2.1 Definitions

In this Constitution unless the contrary intention appears:

**Act** means the *Associations Incorporation Act 1991* (ACT).

**Annual General Meeting** means the annual General Meeting of the Club.

**Annual Membership Fee** means the annual fee for membership of the Club.

**Appeal Notice** has the meaning given to it in clause [8\(d\)\(i\)](#).

**Authorising Member** has the meaning given to it in clause [12.4\(a\)](#).

**Committee** means the body managing the Club and consisting of Committee Members.

**Committee Meeting** has the meaning given to it in clause [11.1\(a\)](#).

**Committee Meeting Notice** has the meaning given to it in clause [11.2\(a\)](#).

**Committee Member** means a Member who holds a position or positions under clause [9.1](#).

**Constitution** means this Constitution of the Club.

**Delegate** has the meaning given to it in clause [9.3\(a\)](#), or clause [9.7\(b\)](#), as applicable.

**Disciplinary Action** has the meaning given to it in clause [7.1\(a\)](#).

**Disciplinary Action Decision** has the meaning given to it in clause [7.1\(e\)](#).

**Dispute Decision** has the meaning given to it in clause [6.3\(f\)](#).

**Dispute Summary** has the meaning given to it in clause [6.3\(a\)\(ii\)](#).

**Due Date** has the meaning given to it in clause [4.3\(b\)](#).

**Financial Year** means the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

**General Meeting** means the Annual General Meeting or any Special General Meeting of the Club.

**General Meeting Notice** has the meaning given to it in clause [12.3\(a\)](#).

**Ground for Disciplinary Action** refers to a ground for Disciplinary Action under clause [7.1\(b\)](#).

**Guest** means a person who is not a Member of the Club.

**Honorary Life Member** means a person admitted as an Honorary Life Member in accordance with clause [4.9](#).

**Intellectual Property** means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club.

**Legislation Act** means the *Legislation Act 2001* (ACT).

**Member** means a member of the Club in accordance with clause [4.1](#).

**Membership Eligibility Criteria** refers to the criteria in clauses [4.2\(a\)\(i\)](#) and [4.2\(a\)\(ii\)](#), and each is referred to as Membership Eligibility Criterion.

**Objects** means the objects of the Club in clause [3](#).

**Personally**, in relation to voting, has the meaning given to it in clause [11.5\(a\)](#), or clause [12.7\(a\)](#), as applicable.

**party**, to a dispute, means:

- (a) if the dispute is between Members — the Members; or
- (b) if the dispute is between a Member and the Committee — the Member and the Committee.

**Policy** means the policy of the Club as created and amended from time to time in accordance with clause [16](#).

**Proposed Disciplinary Action** has the meaning given to it in clause [7.1\(c\)](#).

**Proxy** has the meaning given to it in clause [12.4\(a\)](#).

**Public Officer** means the person appointed to be the public officer of the Club in accordance with clause [14](#).

**Register** means a register of Members kept and maintained in accordance with clause [5](#).

**Relevant Committee Member** has the meaning given to it in clause [9.7\(a\)](#).

**Requesting Member** has the meaning given to it in clause [12.1\(b\)\(i\)](#).

**Special General Meeting** means a special General Meeting of the Club.

**Special Resolution** means a resolution passed in accordance with section 70 of the Act.

Note A special resolution requires at least 21 days notice and needs to be passed with at least  $\frac{3}{4}$  of the votes (see Act, s 70).

**Submission Period** means a submission period under clause [6.3\(e\)](#), or clause [7.1\(d\)](#), as applicable.

## 2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;

- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) a reference to a person includes a body politic or corporate and an individual;
- (f) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (g) a reference to “writing” includes any way of representing or reproducing words in a visible form, and “written” has the same meaning. Examples of “writing” include printing, photocopying, photography, typewriting, and messages sent by electronic transmission.

### **2.3 Severance**

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

## **3. OBJECTS OF THE CLUB**

The objects of the Club are to:

- (a) promote bushwalking and allied outdoor activities;
- (b) foster appreciation and conservation of the Australian countryside, bushlands, fauna and flora and to encourage field studies;
- (c) support the establishment and preservation of national parks and wilderness areas;
- (d) compile bushwalking information;
- (e) co-operate with organisations and persons having similar interests and objectives; and
- (f) assist members to develop skills in navigation and bushcraft.

## **4. MEMBERSHIP**

### **4.1 Members**

- (a) The Members of the Club are:
  - (i) the persons who are deemed Members in accordance with clause [4.8](#);
  - (ii) Honorary Life Members in accordance with clause [4.9](#); and
  - (iii) any other person admitted to membership by the Committee in accordance with this Constitution.

- (b) Without limiting the Committee's powers in clause [9.2](#), the Committee may, from time to time, determine:
  - (i) the various classes of membership of the Club;
  - (ii) any qualification for admission to each class;
  - (iii) any membership fee for each class;
  - (iv) any membership application process or requirements for each class; and
  - (v) any right attached to being a Member in each class.

#### **4.2 Membership Application**

- (a) A person may apply to the Committee to become a Member of the Club if:
  - (i) the person is 18 years of age or over; and
  - (ii) the person has completed a Club activity.
- (b) The application must:
  - (i) be in writing; and
  - (ii) include:
    - (A) the applicant's name and contact details; and
    - (B) a statement that the applicant supports the Objects and agrees to comply with the Act and this Constitution; and
    - (C) a Member's nomination of the applicant for membership; and
  - (iii) be signed by the applicant.
- (c) The Committee may require the application to be in a form decided by the Committee.

#### **4.3 Annual Membership Fee**

- (a) The Annual Membership Fee is determined by the Committee.
- (b) The Annual Membership Fee, in respect of a Member, is payable before a date determined by the Committee (**Due Date**).
- (c) Where the Committee is satisfied that payment of the current membership fee would cause a member hardship, the Committee may waive that member's fee.

#### **4.4 Membership Decision**

- (a) The Committee must, acting in the best interest of the Club and in good faith, consider each application for membership and decide whether to accept or reject the application.
- (b) The Committee may reject an application only if:
  - (i) the applicant does not meet a Membership Eligibility Criterion;



- (ii) the application does not comply with clause [4.2\(b\)](#);
  - (iii) if the Committee requires an application to be in a particular form under clause [4.2\(c\)](#) — the application is not in the right form; or
  - (iv) the Committee is not satisfied that the applicant will support the Objects or comply with the Act and this Constitution.
- (c) As soon as practicable after deciding the application, the Committee must give the applicant written notice of the decision.
- (d) If the Committee accepts the application (including having received the applicant's Annual Membership Fee), the Committee must record the information required by the Act, section 67(2) in the Register.

Note 1 The information required to be recorded in the Register includes the person's name and contact details, the class of the person's membership (if applicable), and the date the person became a Member (see Act, s 67(2)).

Note 2 A Member may apply to the Committee to restrict access to the Member's personal information on the Register (see Act, s 67B).

#### **4.5 When Membership Begins**

A person's membership, whether the person is a new Member or a re-admitted Member under clause [4.12](#), begins on the date specified by the Committee.

#### **4.6 When Membership Ends**

A Member's membership ends if:

- (a) the Member resigns under clause [4.7](#);
- (b) the Member has not paid their Annual Membership Fee by the Due Date;
- (c) the Member's membership is cancelled as a result of Disciplinary Action taken under clause [7.1](#);
- (d) if the Member is an individual — the individual:
  - (i) dies; or
  - (ii) is not physically or mentally fit to exercise the functions of membership;
- (e) if the Member is an organisation — the organisation is wound up or the organisation ceases to operate;
- (f) the incorporation of the Club is cancelled in accordance with the Act; or
- (g) the Club is wound up in accordance with the Act.

#### **4.7 When Members Resign**

- (a) A Member may resign their membership of the Club by giving written notice to the Committee.
- (b) The resignation takes effect:
  - (i) on the day the Committee receives the notice; or

- (ii) if another day is stated in the notice — on that day.
- (c) Despite clause [4.11\(b\)](#), a Member who resigns their membership remains liable for any Annual Membership Fee the Member owes the Club when the resignation takes effect.  
  
Note An amount owing under a law may be recovered as a debt in a court of competent jurisdiction or the ACT Civil and Administrative Tribunal (see Legislation Act, s 177).
- (d) The Committee must remove information about the Member from the Register as soon as practicable after the Member's resignation takes effect.

#### **4.8 Deemed Membership**

All persons who are, prior to the approval of this Constitution under the Act, Members of the Club are deemed Members from the time of approval of this Constitution under the Act.

#### **4.9 Honorary Life Members**

- (a) Subject to clause [4.9\(b\)](#), the Club may admit a person as an Honorary Life Member of the Club.
- (b) The Club must consider requirements (if any) in the Policy for determining whether Honorary Life Membership should be conferred on a person.

#### **4.10 Members' Obligations**

- (a) This Constitution forms a contract between each Member and the Club, and each Member agrees to be bound by this Constitution and the Policy.
- (b) All Members must comply with and observe this Constitution and the Policy and any determination or resolution made or passed by the Committee.

#### **4.11 Members' Rights and Liability not Transferrable**

A Member's rights and liabilities:

- (a) are not transferrable; and
- (b) end when the Member's membership ends in accordance with clause [4.6](#).

#### **4.12 Membership Re-admission**

- (a) If a person's membership ends under clause [4.6\(a\)](#), [4.6\(c\)](#) or [4.6\(d\)\(ii\)](#), the Committee may re-admit the person as a Member after the Club has received the person's request for re-admission.
- (b) If a person's membership ends under clause [4.6\(b\)](#), the Committee may re-admit the person as a Member after the Club has received the person's payment of their Annual Membership Fee.
- (c) The Committee's decision whether or not to re-admit a person to the Club under clause [4.12\(a\)](#) or [4.12\(b\)](#) is final and is not subject to any appeal under this Constitution.
- (d) For the avoidance of doubt, the Committee may, or may not, require the person requesting for re-admission to undergo an application process again under this Constitution.

## **5. REGISTER OF MEMBERS**

### **5.1 Club to Keep Register**

- (a) The Club shall keep and maintain a Register in which must be entered (as a minimum):
  - (i) the full name of the Member;
  - (ii) the contact details of the Member;
  - (iii) if applicable, the class of membership of the Member;
  - (iv) the date on which the member became a Member;
  - (v) if applicable, the date of cessation of membership of any Member; and
  - (vi) any other information determined by the Committee.
- (b) A Committee Member must notify the Club of any change of address within 1 month of the change.

### **5.2 Forfeiture of Rights**

A Member who ceases to be a Member, for whatever reason, must forfeit all rights in and claims upon the Club and its property and must not use any property of the Club including Intellectual Property. The Member must return any Club documents, records or other property in their possession, custody or control immediately.

## **6. DISPUTE RESOLUTION**

### **6.1 Application**

This clause [6](#) sets out the dispute resolution procedure for dealing with a dispute under the Act or this Constitution between:

- (a) a Member and another Member; or
- (b) a Member and the Committee.

### **6.2 Resolving a Dispute by Agreement**

- (a) The parties to a dispute must attempt to resolve the dispute by agreement between themselves.
- (b) A party to the dispute may ask the Committee to help the parties resolve the dispute by agreement if:
  - (i) the Committee is not a party to the dispute; and
  - (ii) the parties are unable to resolve the dispute between themselves.

### **6.3 Dispute Resolution Procedure**

- (a) If the parties to a dispute do not resolve the dispute by agreement under clause [6.2](#), any party to the dispute may start the dispute resolution procedure by giving written notice to the Committee. The notice must:
  - (i) include the names and contact details of the parties to the dispute;

- (ii) give a brief summary of the matters in the dispute (**Dispute Summary**) including the relevant provisions of the Act and this Constitution (if known); and
  - (iii) briefly state the steps the parties have taken to resolve the dispute.
- (b) As soon as practicable after receiving the notice under clause [6.3\(a\)](#), the parties to the dispute must appoint a decision-maker to decide the outcome of the dispute. The Committee must ensure the decision-maker:
- (i) is unbiased;
  - (ii) has or can quickly acquire knowledge of the Act, this Constitution, or the management and operation of the Club; and
  - (iii) does not have a conflict of interest.
- (c) The Committee must give the decision-maker a copy of the notice provided under clause [6.3\(a\)](#).
- (d) As soon as practicable after a decision-maker is appointed under clause [6.3\(b\)](#), the General Secretary must give written notice to each party to the dispute that the dispute resolution procedure has started. The notice must include:
- (i) a copy of the Dispute Summary;
  - (ii) the name and contact details of the decision-maker; and
  - (iii) information about the dispute resolution procedure.
- If the Committee is a party to the dispute, the General Secretary is not required to give this notice to the Committee.
- (e) Before deciding the outcome of a dispute, the decision-maker must invite each party to make a written or oral submission (or both) about the dispute. The invitation must state a submission period of not less than 14 days (**Submission Period**) for making the submission. For oral submissions, the invitation must also state the day and time (within the Submission Period) when the parties can make their oral submissions.
- (f) As soon as practicable after the Submission Period has ended, the decision-maker must consider any submissions received by the decision-maker during the Submission Period, decide the outcome of the dispute (**Dispute Decision**), and:
- (i) give the parties to the dispute a written notice stating:
    - (A) the Dispute Decision;
    - (B) the reasons for the Dispute Decision; and
    - (C) that a party to the dispute may appeal the Dispute Decision under clause [8](#); and
  - (ii) if the Committee is not a party to the dispute — give the Committee a copy that notice.

- (g) The parties to a dispute may agree to end the dispute at any time before the decision-maker determines the Dispute Decision. If they agree to end the dispute, they must give written notice to the decision-maker and the Committee (if the Committee is not a party to the dispute). The notice must state that the parties have agreed to end the dispute and the terms of the agreement.

## 7. DISCIPLINARY ACTION

### 7.1 Disciplinary Procedure

(a) **Definition:**

**Disciplinary Action**, against a Member of the Club in relation to the Member's status as a Member of the Club, includes any of the following:

- (i) demoting the Member to a level of membership with fewer rights and privileges;
- (ii) suspending the Member's entitlement to exercise some or all of the Member's rights and privileges as a Member for a stated period;
- (iii) suspending the Member's membership for a stated period;
- (iv) cancelling the Member's membership and disqualifying the Member from applying for membership for a stated period.

(b) Each of the following is a **Ground for Disciplinary Action** against a Member:

- (i) the Member has failed to comply with the Act or this Constitution;
- (ii) the Member has acted in a way that is likely to be harmful to the Club or the Club's reputation.

(c) If the Committee is satisfied that a Ground for Disciplinary Action exists in relation to a Member, the Committee may, by resolution, propose to take Disciplinary Action (**Proposed Disciplinary Action**) against the Member in relation to the Member's status as a Member.

(d) Before the Committee takes the Proposed Disciplinary Action, the Committee invites the Member to make a written or oral submission (or both) about the Proposed Disciplinary Action and the grounds for the Proposed Disciplinary Action. The invitation must state a submission period of not less than 14 days (**Submission Period**) for making the submission. For oral submissions, the invitation must also state the day and time (within the Submission Period) when the Member can make their oral submissions.

(e) As soon as practicable after the Submission Period has ended, the Committee must consider any submissions received by the Committee during the Submission Period, decide whether to take the Proposed Disciplinary Action, another disciplinary action, or no disciplinary action against the Member (**Disciplinary Action Decision**), and give the Member written notice stating:

- (i) the Disciplinary Action Decision;
- (ii) the reasons for the Disciplinary Action Decision;
- (iii) if the Committee decides to take Disciplinary Action — the day the Disciplinary Action takes effect; and

- (iv) that the Member may appeal the Disciplinary Action Decision under clause [8](#).
- (f) The Committee may, by resolution, decide to stop a disciplinary procedure against a Member at any time before the Committee makes a Disciplinary Action Decision. If the Committee decides to stop the disciplinary procedure, the Committee must give written notice to the Member. The notice must state that the Committee has decided to stop the disciplinary procedure and the reasons for the decision.

## **8. APPEALS**

- (a) A Dispute Decision or Disciplinary Action Decision may be set aside only by Special Resolution of the Club.
- (b) A party to a dispute may appeal the Dispute Decision.
- (c) The Member who is the subject of the Disciplinary Action Decision may appeal the Disciplinary Action Decision.
- (d) A person appealing a decision:
  - (i) must, within 14 days after being given notice of the decision, give the General Secretary written notice of the appeal (**Appeal Notice**) stating the grounds for the appeal; and
  - (ii) may, at any time before the appeal is decided, withdraw the appeal by giving written notice to the General Secretary.
- (e) As soon as practicable after the General Secretary receives an Appeal Notice, the General Secretary must give the parties to the appeal a copy of the Appeal Notice and the Committee must call a General Meeting to consider a Special Resolution about the appeal.
- (f) The chair of the General Meeting must ensure that the parties to the appeal are given the opportunity to be heard about the Special Resolution and the Members vote on the Special Resolution by a secret ballot. The parties to the appeal must not vote on the Special Resolution.

## **9. COMMITTEE – MEMBERSHIP AND FUNCTIONS**

### **9.1 Committee Members**

- (a) The Committee must include the following office-bearers for the Club:
  - (i) the President;
  - (ii) the General Secretary; and
  - (iii) the Treasurer.
- (b) The Committee may also include one or more of the following office-bearers for the Club:
  - (i) the Walks Secretary;
  - (ii) the Membership Secretary;
  - (iii) the Editor;

- (iv) the Training and Safety Officer;
  - (v) the Social Secretary;
  - (vi) the Conservation Officer;
  - (vii) the Assistant Walks Secretary;
  - (viii) the Publisher; and
  - (ix) the Web Manager.
- (c) The Committee may, by resolution, set out the roles and responsibilities of the office-bearers under clause [9.1\(b\)](#) in a Policy.

## 9.2 Committee Functions

- (a) The Committee has the management of the Club and the powers necessary and convenient to exercise the function of the Club.
- (b) For the avoidance of doubt, the Committee may exercise the Club's functions under the Act and this Constitution, other than conducting the Club's business mentioned in:
- (i) clause [12.2](#) (Annual General Meetings – Notice and Business); and
  - (ii) clause [12.3](#) (Other General Meetings – Notice and Business).

## 9.3 Committee – Delegating Functions to Subcommittees

- (a) The Committee may delegate a function of the Committee under the Constitution to a Committee Member or a subcommittee (**Delegate**).
- (b) However, the Committee must not delegate a function given to the Committee:
- (i) under the Act or another territory law; or
  - (ii) by resolution of the Members at a General Meeting.
- (c) The Delegate must not subdelegate their delegated function and must comply with any limitation, condition or direction given by the Committee.

## 9.4 Committee – Functions of President

The functions of the President include:

- (a) chairing Committee Meetings and General Meetings (including Annual General Meetings); and
- (b) exercising any other function given to the President:
  - (i) under the Act or this Constitution; or
  - (ii) by the Committee or the Members to achieve the Objects.

## 9.5 Committee – Functions of General Secretary

The functions of the General Secretary include:

- (a) keeping minutes of Committee Meetings and General Meetings (including Annual General Meetings); and
- (b) exercising any other function given to the General Secretary:
  - (i) under the Act or this Constitution; or
  - (ii) by the Committee or the Members to achieve the Objects.

#### 9.6 Committee – Functions of Treasurer

The functions of the Treasurer include:

- (a) keeping the accounting records mentioned in the Act, section 71 (Accounting records); and
- (b) preparing the statement of accounts mentioned in the Act, section 72 (Annual statement of accounts); and
- (c) presenting the documents mentioned in the Act, section 73 (Presentation of statement to members) at the Annual General Meeting; and
- (d) lodging with the registrar-general the documents mentioned in the Act, section 79 (Registrar-general's power to require statements and reports); and
- (e) exercising any other function given to the Treasurer:
  - (i) under the Act or the Constitution; or
  - (ii) by the Committee or the Members to achieve the Objects.

#### 9.7 Committee – Delegating Functions of Committee Members

- (a) In this clause [9.7](#):

**Relevant Committee Member** means the following Committee Members:

- (i) the President;
  - (ii) the General Secretary;
  - (iii) the Treasurer.
- (b) A Relevant Committee Member may delegate their functions under this Constitution to any other Committee Member (**Delegate**).
  - (c) However, a Relevant Committee Member must not delegate a function given to the Relevant Committee Member:
    - (i) under the Act or another territory law; or
    - (ii) by resolution of the Members at a General Meeting.
  - (d) The Delegate must not subdelegate their delegated function and must comply with any limitation, condition or direction given by the Relevant Committee Member.



## **10. COMMITTEE – ELECTION AND REMOVAL**

### **10.1 Committee Membership**

A Member of the Club becomes a Committee Member if the Member:

- (a) is elected to the Committee at an Annual General Meeting under clause [10.3](#); or
- (b) is appointed by the Committee to fill a casual vacancy on the Committee under clause [10.6](#).

### **10.2 Nominating Committee Members for Election**

- (a) The General Secretary must, at least 28 days before an Annual General Meeting, give written notice to the Members of the Club calling for nominations of Members for election to the Committee.
- (b) A nomination for a Member:
  - (i) may be in writing or by a show of hands at the Annual General Meeting; and
  - (ii) is supported by 2 other Members; and
  - (iii) has the consent of the nominated Member.
- (c) The Committee must not accept the nomination of a Member if:
  - (i) the Member is disqualified from election to the Committee; or  

Note     A person may be disqualified from election to the Committee under the Act, s 63, s 63A and s 63B
  - (ii) Disciplinary Action has been taken against the Member under clause [7.1](#) in the previous 2 years.
- (d) A Member of the Committee is eligible for re-election, but no person shall hold the position of President for more than 2 consecutive terms.

### **10.3 Electing Committee Members**

- (a) If more than 1 Member is nominated for a particular Committee Member position, the Members at the Annual General Meeting must vote to decide who is to be elected to the position.
- (b) If only 1 Member is nominated for a particular Committee Member position, the nominated person is taken to be elected to the position at the Annual General Meeting.
- (c) If no Member is nominated for a particular Committee Member position, at the Annual General Meeting, the chair must call for further nominations to fill the position.
- (d) If the chair calls for further nominations under clause [10.3\(c\)](#), the chair:
  - (i) may accept the nomination of a Member only if:
    - (A) the nomination is supported by 2 Members; and

- (B) the nominated person consents to the nomination; and
- (ii) must not accept the nomination of a Member if:
  - (A) the Member is disqualified from election to the Committee; or
    - Note A person may be disqualified from election to the Committee under the Act, s 63, s 63A and s 63B.
  - (B) Disciplinary Action has been taken against the Member under clause [7.1](#) in the previous 2 years.
- (e) If the chair calls for further nominations under clause [10.3\(c\)](#):
  - (i) if more than 1 Member is nominated for the position — the Members at the meeting must vote to decide who is to be elected to the position; or
  - (ii) If only 1 Member is nominated for the position — the nominated member is taken to be elected to the position; or
  - (iii) If no Member is nominated for the position — the position is taken to be vacant.

#### **10.4 Term of Office for Committee Members**

- (a) The term of office for a Committee Member begins:
  - (i) for an elected Committee Member — at the end of the Annual General Meeting at which the Member is elected; or
  - (ii) for a Committee Member appointed to fill a casual vacancy under clause [10.6](#) — on the day the appointment commences.
- (b) The term of the office of a Committee Member ends on the earliest of the following:
  - (i) the end of the Annual General Meeting held after the Committee Member's term of office begins;
  - (ii) if the person resigns from office in accordance with the Act, section 64A (Resignation of committee member) — the day after the resignation takes effect;
    - Note A Committee Member may resign from the Committee by giving written notice to the public officer (see Act, s 64A).
  - (iii) if the person's membership with the Club ends in accordance with clause [4.6](#) — the day after the membership ends;
  - (iv) if the person is disqualified from holding Committee membership under:
    - (A) the Act, section 63 (Disqualification from office—convictions or bankruptcy) — the day after the disqualification takes effect; or
    - (B) the Act, section 63A (Disqualification from office—noncompliance with the Act) — the day after the disqualification takes effect; or

- (C) the Act, section 63B (Disqualification from office—disqualified under other legislation) — the day after the disqualification takes effect;
  - (v) if the person is removed from office under clause [10.4\(c\)](#) — the day the removal takes effect.
- (c) No person shall hold the position of President for more than two consecutive terms.

## 10.5 Removal of Committee Member from Office

The Club may, by resolution passed at a General Meeting, remove a Committee Member from the Committee before the end of their term of office if the Member:

- (a) does not exercise their functions or discharge their duties under the Act, section 66A (Duty of care and diligence); or
- (b) does not exercise their functions or discharge their duties under the Act, section 66B (Duty of good faith and proper purpose); or
- (c) contravenes:
  - (i) the Act, section 66C (Use of position); or
  - (ii) the Act, section 66D (Use of information); or
- (d) fails to attend 2 consecutive Committee Meetings and does not have the agreement of the Committee to be absent from 1 or both of the meetings; or
- (e) does not exercise the functions of their office for a period of 3 months.

## 10.6 Filling Casual Vacancies on Committee

- (a) The Committee may appoint a Member to fill a position on the Committee that:
  - (i) was not filled at the last Annual General Meeting; or
  - (ii) becomes vacant because a person's Committee membership ends for a reason mentioned in clause [10.4\(b\)\(ii\)](#) to [10.4\(b\)\(v\)](#).
- (b) If there is a vacancy on the Committee during a term of the Committee, the Committee may appoint a Member to the Committee for the remainder of the term of the Committee.

Note For laws about appointments, see Legislation Act, pt 19.3.

- (c) However, the Committee must not appoint a Member under this clause [10.6](#) if:
  - (i) Disciplinary Action has been taken against the Member under clause [7](#) in the previous 2 years; or
  - (ii) the person is disqualified from appointment to the Committee under the Act, sections 63, 63A and 63B.

## 11. COMMITTEE MEETINGS

### 11.1 Committee Meetings

- (a) The Committee must meet (**Committee Meeting**) at least 3 times during its term.
- (b) Committee Meetings must be held on the dates and at the times and places decided by the Committee.
- (c) The Committee may, by resolution, decide to hold a Committee Meeting using a method of communication, or a combination of methods of communication, that allows a Committee Member taking part to hear or otherwise know what each other Committee Member taking part says without the members being in each other's presence.

Note        Methods of communication include video conferencing software, instant messaging, and telephone conferencing.

- (d) A Committee Member who takes part in a Committee Meeting conducted under clause [11.1\(c\)](#) is taken, for all purposes, to be present at the meeting.

### 11.2 Committee Meetings – Notice and Business

- (a) The General Secretary must give each Committee Member notice of a Committee Meeting (**Committee Meeting Notice**) at least:
  - (i) 48 hours before the meeting; or
  - (ii) if the Committee unanimously agrees on another period — that period before the meeting.
- (b) The Committee Meeting Notice must state:
  - (i) the date, time and place of the meeting; and
  - (ii) the general nature of business to be conducted at the meeting.
- (c) The Committee may conduct business at a Committee Meeting only if:
  - (i) the business is mentioned in the Committee Meeting Notice; or
  - (ii) the majority of the Committee at the meeting agree that:
    - (A) the business is urgent; and
    - (B) it is appropriate to conduct the business at the meeting.

### 11.3 Committee Meetings – Chair

A Committee Meeting must be chaired by:

- (a) the President; or
- (b) if the President is absent — a Committee Member elected to chair the meeting by the President or the Committee Members at the meeting.

#### 11.4 Committee Meetings – Quorum

- (a) The Committee may conduct business at a Committee Meeting only if there is a quorum of 50% of the Committee Members.
- (b) If a quorum is not reached at the meeting time stated in the Committee Meeting notice, the time for the meeting is taken to be postponed for 30 minutes.
- (c) If a quorum is not reached after the 30-minute postponement, the meeting is ended.
- (d) If a quorum is not reached because a Committee Member present at the meeting has a personal interest in a matter being considered, that Committee Member or another Committee Member may call a General Meeting to pass a resolution to deal with the matter.

#### 11.5 Committee Meetings – Voting

- (a) For this clause [11.5](#), voting **Personally** includes voting while taking part in a Committee Meeting conducted using a method of communication that allows a Committee Member taking part to hear or otherwise know what each other Committee Member taking part says without the Committee Members being in each other's presence.
- (b) Each Committee Member:
  - (i) has 1 vote on each question arising at the Committee Meeting; and
  - (ii) must vote Personally.
- (c) A Committee Member who has a material personal interest in a matter being considered at a Committee Meeting must not:
  - (i) be present while the matter is being considered at the meeting; or
  - (ii) vote on the matter.
- (d) A motion is carried if a majority of the Committee Members at the Committee Meeting vote in favour of the motion.
- (e) However, if the votes on a question are equal, the chair has a second or deciding vote.
- (f) The Committee Members at a Committee Meeting may vote on a question at the meeting orally, in writing, or by a show of hands.
- (g) However, a vote on a question at a Committee Meeting must be by ballot conducted at the meeting if:
  - (i) the chair decides the vote is to be by ballot; or
  - (ii) at least 2 Committee Members request the vote be by ballot.
- (h) If a ballot is required, the chair must decide how the ballot is to be conducted.

#### 11.6 Committee Meetings – Minutes

- (a) The Committee must ensure that minutes are taken and kept for each Committee Meeting.

- (b) The following must be recorded in the minutes:
  - (i) the names of the Committee Members at the meeting;
  - (ii) whether the Committee agreed that the minutes of the previous meeting are correct;
  - (iii) a description of the business conducted at the meeting;
  - (iv) if a Committee Member makes a disclosure of a material personal interest as required by the Act, section 65(1) —
    - (A) the nature and extent of the interest; and
    - (B) the relation of the interest to the Club’s activities;
  - (v) any motion on which a vote is taken at the meeting and the outcome of the vote.

### 11.7 Committee Meetings – Records

- (a) The Committee must keep the following records for each Committee Meeting:
  - (i) Committee Meeting Notices;
  - (ii) minutes of Committee Meetings;
  - (iii) copies of documents considered at Committee Meetings.

## 12. GENERAL MEETINGS

### 12.1 General Meetings

- (a) The Committee may call a General Meeting whenever it considers appropriate.
- (b) The Committee must call a General Meeting (other than an Annual General Meeting) if:
  - (i) at least 5% of the Members of the Club ask for a meeting to be called (**Requesting Members**); and
  - (ii) the request:
    - (A) is made in writing;
    - (B) is given to the General Secretary;
    - (C) states the purpose of the meeting; and
    - (D) is signed by the Requesting Members.
- (c) If the Committee does not call a General Meeting within 1 month after the date of the request, a Requesting Member may call a General Meeting to be held not more than 3 months after the date of the request.
- (d) If a General Meeting is called under clause [12.1\(c\)](#), the Requesting Members must give the General Meeting Notice required under clauses [12.3\(a\)](#) and [12.3\(b\)](#).

- (e) The Committee must reimburse any reasonable expenses incurred by the Requesting Members in calling a General Meeting under clause [12.1\(c\)](#).
- (f) A General Meeting may be held using a method of communication, or a combination of methods of communication, that allows a Member taking part to hear or otherwise know what each other Member taking part says without the Members being in each other's presence if:
  - (i) the Committee decides, by resolution, to hold the meeting using the method of communication; or
  - (ii) for a meeting called by a Requesting Member under clause [12.1\(c\)](#) — the Requesting Member decides to hold the meeting using the method of communication.

Note Methods of communication include video conferencing software, instant messaging, and telephone conferencing.
- (g) A Member who takes part in a General Meeting conducted under clause [12.1\(f\)](#) is taken, for all purposes, to be present at the meeting.

## **12.2 Annual General Meetings – Notice and Business**

- (a) The Committee must give each Member written notice of an Annual General Meeting at least 14 days before the meeting.
- (b) The notice must:
  - (i) state the date, time and place of the Annual General Meeting;
  - (ii) include the agenda for the Annual General Meeting;
  - (iii) attach minutes of the previous Annual General Meeting; and
  - (iv) provide information and documents directly relevant to any matters to be decided, dealt with or done at the Annual General Meeting.
- (c) The following must be done at an Annual General Meeting:
  - (i) the minutes of the previous Annual General Meeting must be confirmed;
  - (ii) the Committee must be elected under clause [10.3](#);
  - (iii) the Committee must present the documents mentioned in the Act, section 73(1) which includes:
    - (A) the statement of the Club's accounts for the most recently ended financial year of the Club;
    - (B) a copy of the reviewer's or auditor's report to the Club in relation to the Club's accounts for that financial year; and
    - (C) a report signed by 2 Committee Members stating:
      - (1) the name of each Committee Member during the most recently ended financial year of Club and, if different, at the date of the report;

- (2) the principal activities of the Club during the most recently ended financial year and any significant change in the nature of those activities that occurred during that financial year; and
- (3) the net profit or loss of the Club for the most recently ended financial year;
- (iv) the documents the Club is required to lodge with the registrar-general under the Act, section 79(1) must be dealt with.
- (d) The Committee must appoint a reviewer or an auditor to review or conduct an audit of the Club's accounts for each financial year.
- (e) A person is not eligible to be appointed as a reviewer or auditor if the person is a Member of the Club.
- (f) The reviewer or auditor is eligible for re-appointment.
- (g) If the office of the reviewer or auditor becomes vacant, the Committee must appoint another the reviewer or auditor within 14 days.
- (h) The Committee may, by resolution, remove the reviewer or auditor from office.

### 12.3 Other General Meetings – Notice and Business

- (a) The Committee, or the Requesting Member for a meeting called under clause [12.1\(c\)](#), must give each Member written notice of a General Meeting (**General Meeting Notice**):
  - (i) at least 14 days before the meeting; or
  - (ii) if a Special Resolution is to be considered at the meeting — at least 21 days before the meeting.
- (b) A General Meeting Notice must:
  - (i) state the date, time and place of the meeting;
  - (ii) include the agenda for the meeting; and
  - (iii) provide information and documents directly relevant to any matters to be decided at the meeting.
- (c) A Member may give the General Secretary written notice about any business the Member would like included in the agenda for a General Meeting.
- (d) If a Member gives the General Secretary written notice under clause [12.3\(c\)](#), the General Secretary must include the business in the agenda for the next General Meeting.
- (e) The chair of a General Meeting must ensure that the only business conducted at the meeting is:
  - (i) the business stated in the General Meeting Notice for the meeting; and
  - (ii) decisions about the procedure of the meeting.



### Examples—decisions about procedure

1. election of chair for the General Meeting
2. decision to adjourn the General Meeting

## 12.4 General Meetings – Authorising Proxy

- (a) A Member of the Club (**Authorising Member**) may authorise another Member (the **Proxy**) to vote on their behalf at a General Meeting.
- (b) However, a particular Member must not be a Proxy for more than 5 other Members at a General Meeting.
- (c) The authorisation must:
  - (i) be in writing;
  - (ii) include the name and contact details of the Authorising Member and the Proxy;
  - (iii) be signed by the Authorising Member and the Proxy;
  - (iv) include anything else required by the Committee; and
  - (v) be in a form decided by the Committee.

Note The Committee may model the Club's proxy form on Form 2 (Proxy for meeting) in Pt 1.8 of Schedule 1 to the *Associations Incorporation Regulation 2023 (ACT)*. Form 2 is reproduced at the Annexure at the end of this Constitution.

- (d) The authorisation may include instructions about how the Proxy is to vote on behalf of the Authorising Member.
- (e) If the authorisation does not include instructions, the Proxy may vote on behalf of the Authorising Member in any way the Proxy considers appropriate.
- (f) The Proxy may vote on behalf of the Authorising Member at a General Meeting only if:
  - (i) the Authorising Member gives the authorisation to the General Secretary not later than 24 hours before the General Meeting; and
  - (ii) the Committee accepts the authorisation.
- (g) The Committee must not accept the authorisation of a Proxy if the Committee has already accepted 5 authorisations for that Proxy.
- (h) If the Committee does not accept the authorisation, the Committee must, as soon as practicable before the meeting, give the Authorising Member written notice that the authorisation has not been accepted.
- (i) To remove any doubt, an Authorising Member is not taken to be present at a General Meeting only because they have authorised a Proxy to vote on their behalf at the meeting.

## 12.5 General Meetings – Chair

A General Meeting must be chaired by:

- (a) the President; or
- (b) if the President is absent — a Member elected to chair the meeting by the President or Members at the meeting.

#### **12.6 General Meetings – Quorum**

- (a) The Members of the Club may conduct business at a General Meeting only if there is a quorum of Members present.
- (b) If a quorum of 15 Members is not present at the time stated in the General Meeting Notice, the time of the meeting is taken to be postponed for 30 minutes.
- (c) If a quorum of 15 Members is not present after the 30-minute postponement, the chair of the meeting may adjourn the meeting to another day and time that is not earlier than 7 days, and not later than 14 days, after the meeting has been adjourned.
- (d) The Committee must, within 48 hours after adjourning a meeting under clause [12.6\(c\)](#), give each Member written notice stating:
  - (i) that the meeting was adjourned under clause [12.6\(c\)](#); and
  - (ii) the new date, time and place of the meeting.

#### **12.7 General Meetings – Voting**

- (a) For this clause [12.7](#), voting **Personally** includes voting while taking part in a General Meeting conducted using a method of communication that allows a Member taking part to hear or otherwise know what each other Member taking part says without the Members being in each other's presence.
- (b) Each Member of the Club:
  - (i) has 1 vote on each question arising at a General Meeting; and
  - (ii) must vote Personally.
- (c) A motion is carried (except in the case of a Special Resolution) if a majority of the Members vote in favour of the motion.
- (d) However, if the votes on a question are equal, the chair has a second or deciding vote.
- (e) The Members at a General Meeting may vote on a question at the meeting orally, in writing or by a show of hands.
- (f) However, a vote on a question at a General Meeting must be by ballot conducted at the meeting if:
  - (i) the chair decides the vote is to be by ballot; or
  - (ii) at least 3 Members request the vote to be by ballot.

#### **12.8 General Meetings – Minutes**

- (a) The General Secretary, or another person authorised by the Committee, must take and keep minutes of each General Meeting.

- (b) The following must be recorded in the minutes:
  - (i) the names of the Members present at the meeting;
  - (ii) any authorisation of a Proxy accepted by the Committee under clause [12.4](#);
  - (iii) a description of the business conducted at the meeting;
  - (iv) if a vote is taken at the meeting:
    - (A) the motion on which the vote is taken;
    - (B) the outcome of the vote;
    - (C) whether the vote was taken orally, in writing, by a show of hands, or by ballot; and
    - (D) the number of votes by Proxy.
- (c) The chair must review the minutes and sign them if they are correct.
- (d) The outcome of a vote on a matter at a General Meeting is taken to be the resolution of the General Meeting of the Members on the matter.

## **12.9 General Meetings – Adjournment**

- (a) The chair of a General Meeting may, at any time, adjourn the meeting if:
  - (i) there is a quorum; and
  - (ii) the majority of Members vote to adjourn the meeting.
- (b) The only business that may be conducted on the resumption of an adjourned meeting is the business that remained unfinished when the meeting was adjourned.

## **13. FINANCIAL MATTERS**

### **13.1 Funds – Source**

- (a) The Club's funds may only be made up of:
  - (i) Annual Membership Fees of Members given under clause [4.3](#);
  - (ii) donations; and
  - (iii) any other source that the Committee decides, subject to:
    - (A) the Act, section 114 (Investment with associations); and
    - (B) a resolution passed by the Club at a General Meeting.
- (b) The Committee must:
  - (i) ensure that all money received by the Club is deposited into the Club's account with a deposit taking institution as soon as practicable after the money is received; and

- (ii) issue a receipt for any money received by the Club as soon as practicable after the money is received, unless it is impracticable to do so otherwise.

**Examples—when impracticable to issue receipt**

- a gold coin donation
- an anonymous donation

**13.2 Funds – Use and Management**

- (a) The Club must:
  - (i) open and maintain an account under the Club's name and with a financial institution as determined by the Committee;
  - (ii) pay all money received by the Club into the account; and
  - (iii) pay all amounts spent by the Club out of the account.
- (b) Only the following members of the Committee may operate the account:
  - (i) the President;
  - (ii) the Treasurer; and
  - (iii) any other two Committee Members approved by the Committee.
- (c) The Club's funds may only be used:
  - (i) for the Objects; and
  - (ii) either:
    - (A) in the way the Committee decides; or
    - (B) if a General Meeting passes a resolution about the way the funds are to be used — in accordance with the resolution.

**Examples** — The Committee may pass a resolution at a General Meeting for the following:

1. The Committee may decide that no portion of the Club's money is to be distributed directly or indirectly to any Club member, except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.
  2. The Committee may decide on a reimbursement policy and procedure for expenses incurred by Club members on the Club's behalf.
  3. The Committee may decide that the costs of the production and distribution of any Club newsletter be paid out of the Club's account.
- (d) The Committee may make payments on the Club's behalf.
  - (e) In exercising its power under clause [13.2\(d\)](#), the Committee must use one or more of the following payment methods:

- (i) payment by cheque as authorised by Committee Members or effected by any two Committee Members authorised to sign cheques;
- (ii) payment by electronic funds transfer.

**14. PUBLIC OFFICER**

- (a) The Club must have a Public Officer (see Act, s 57(1)).
- (b) A person is not eligible to be the Public Officer of the Club unless the person resides in the ACT and is at least 18 years of age (see Act, s 57(2)).
- (c) The Club may, by resolution, permit the Public Officer to hold any other office of the Club in addition to the office of Public Officer (see Act, s 57(3)).
- (d) The Club may, by resolution, remove its Public Officer from office (see Act, s 64(1)).
- (e) The office of the Public Officer is taken to be vacant if the Public Officer (see Act, s 64(2)):
  - (i) is removed from the office under clause [14\(d\)](#);
  - (ii) resigns from office;
  - (iii) dies;
  - (iv) becomes bankrupt or personally insolvent;
  - (v) is not physically or mentally fit to exercise the functions of office; or
  - (vi) ceases to reside in the ACT.
- (f) If a vacancy occurs in the office of the Public Officer, the Committee must, within 14 days after the vacancy occurred, appoint a person to fill the vacancy (see Act, s 64(3)).
- (g) If the Committee without reasonable cause does not comply with clause [14\(f\)](#), each Committee Member commits an offence (see Act, s 64(4)).
- (h) The Public Officer must carry out the roles and responsibilities of the Public Officer under the Act.

Note Public Officer's roles and responsibilities

1. The Public Officer must have at least 1 address available for service of documents, which may be a residential, business or PO box address (see Act, s 13A(4)).
2. The Public Officer may apply to the Minister for consent to the reservation of a new name of the Club (see Act, ss 37(7) and 37(8)).
3. A document or proceeding requiring authentication by the Club may be authenticated by the signature of the Public Officer or the General Secretary and need not be authenticated under the common seal (if any) of the Club (see Act, s 55(1)).

4. A person who is appointed to be the Public Officer (other than the inaugural public officer) of the Club must, not later than 1 month after being appointed, lodge with the registrar-general a notice of the appointment (see Act, s 59(1)).
5. If the Public Officer of the Club changes the Public Officer's address, the Public Officer must, within 1 month after the change, lodge with the registrar-general a notice of the change (see Act, s 59(2)).

## **15. AMENDMENTS**

- (a) Amendments to this Constitution must be passed by a Special Resolution.
- (b) Amendments to this Constitution must be notified in writing to all Members within 2 months of adoption.

## **16. POLICY**

- (a) The Committee may create a Policy or Policies for:
  - (i) the proper management and administration of the Club; and
  - (ii) the advancement of the Objects.
- (b) All Policies must be consistent with the Act and this Constitution.
- (c) All Policies made under this clause are binding on the Club and its Members.

## **17. JURISDICTION**

This Constitution is governed by and is to be construed in accordance with the laws of the Australian Capital Territory. Each Member and the Club irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of the Australian Capital Territory.

## **18. MISCELLANEOUS**

### **18.1 Guests**

- (a) The Committee may invite a Guest to a Committee Meeting and a General Meeting:
  - (i) to observe the meeting; and
  - (ii) to speak or present at the meeting.
- (b) Guests do not have voting rights at the meeting.

### **18.2 Records and Other Documents**

- (a) The Treasurer must keep the Club's accounting records in their custody or under their control.
- (b) The General Secretary must:
  - (i) keep all the Club's records and other documents, other than accounting records, in their custody or under their control; and
  - (ii) ensure that all the Club's records and other documents (other than the Register) are available for inspection by a Member free of charge at a place in the ACT at a reasonable time.

- Note 1 The Committee may refuse to allow a Member to inspect a record or other document if satisfied that allowing access would be prejudicial to the Club's interests (see Act, s 35A).
- Note 2 A copy of certain documents (including this Constitution) must be provided to Members on request (see Act, s 35) unless the Committee is satisfied that allowing access would be prejudicial to the Club's interests (see Act, s 35A).
- Note 3 The Act provides for inspection of the Register (see Act, s 67A). A Member may apply to restrict access to personal information of the Member recorded on the Register (see Act, s 67B).

### 18.3 Common Seal

- (a) If the Club has a common seal, the Treasurer must keep the common seal in their custody.
- (b) The common seal may only be attached to a document if its attachment is:
- (i) authorised by the Committee; and
  - (ii) witnessed by 2 Committee Members.
- Note The Club's documents may be authenticated or executed other than under a common seal (see Act, s 55).
- (c) The Club may make a record of each use of the common seal under clause [18.3\(b\)](#) as soon as practicable after the use.

### 18.4 Winding Up

- (a) The Club may be wound up or cancelled in accordance with the Act.
- (b) The Club may pass a Special Resolution nominating an association, or a fund, authority or institution, in which surplus property of the Club will vest if the Club is dissolved or wound up.
- Note 1 If the Club does not nominate an association, or a fund, authority or institution, the surplus property will vest in the registrar-general (see Act, s 92(1)(c)).
- Note 2 An association may be nominated only if it complies with the Act, s 92(2). A fund, authority or institution may be nominated only if it is in Australia and is mentioned in the *Income Tax Assessment Act 1997* (Cth), sdiv 30-B (see Act, ss 92(1)(a) and (b)).
- (c) The liability of the Members to contribute towards the payment of any debts, liabilities or other expenses of the Club is limited to an unexpired portion, if any, of their Annual Membership Fee.

# ANNEXURE

(Clause [12.4\(c\)\(v\)](#) of the Constitution, Note)

## Proxy for meeting

I, .....  
*name of authorising member*

of .....  
*contact details of authorising member*

a member of Canberra Bushwalking Club

authorise .....  
*name of proxy*

of .....  
*contact details of proxy*

a member of the Association, to vote on my behalf at the .....  
*type of meeting*

held on ..... and at any adjournment of that meeting.  
*date of meeting*

.....  
*signature of authorising member* *date*

\*My proxy is authorised to vote for/against† the resolution:

\*to be inserted if desired

†mark as required

.....  
*insert details of resolution*