

# CBC Constitution Update

## The CBC Committee will be asking members to vote to update the CBC Constitution.

### Why update?

The Committee decided a comprehensive review of the CBC Constitution was needed because:

- It's been around for many years and hasn't been updated since November 2020. In 2025 we have more members, recruiting volunteers is still difficult (maybe even more so) and we use a different online tool to manage bookings and membership. Is the CBC Constitution still fit for purpose?
- In February 2024 a new set of model rules for Associations such as CBC was released by the ACT Government. The model rules are a blueprint that Associations may use to ensure they are compliant with the Associations Incorporation Act 1991. CBC's current Constitution does not include many of the model rules or has less detailed variations.
- This raised questions for the Committee. Are we confident the current constitution is covering all our legal obligations? Does CBC have a complete, clear and easy-to-access set of rules on how we manage our club? Will our constitution help us manage difficult situations such as disputes?

### How did we come up with the updated draft Constitution?

As this was such a large (and frankly quite daunting) task, the Committee decided to join Volunteering ACT so we could access pro bono legal advice. Synergy Law, which specialises in governance, took on the task and worked closely with us to draft a new Constitution.

Synergy Law not only saved the Committee a lot of time and effort by drafting a new Constitution for us, but their legal expertise gives the Committee a high level of confidence that what we propose addresses all our legal obligations and will serve CBC long into the future.

### What's different?

The [draft Constitution](#) is much longer than the current one because most of the model rules have been added. While CBC has (with minor exceptions) been following these rules, they either weren't in the Constitution (such as our legal requirement to keep a register of members) or were in the Constitution but with less detail (such as how we run meetings) or were elsewhere (such as processes around dispute resolution).

There are two new rules that we commend to members:

#### *Composition of the Committee:*

- Current CBC Constitution states we must have 12 committee roles.
- Proposed CBC Constitution states we must have 3 committee roles (which is the minimum legal requirement and for CBC will be the President, Secretary and Treasurer) and may have the remaining 9 roles. The functions of these remaining roles are determined by the Committee.
- This gives us greater flexibility should we be unable to recruit 12 volunteers or if a committee member must stand aside.

### *Eligibility for Membership:*

- Current CBC Constitution requires two members to nominate and second guests before they can become members.
- Draft CBC Constitution requires one member to nominate.
- This is the same as the model rules, and simplifies the application process for guests, leaders and the Committee while retaining vetting of potential members.
- **Current CBC Constitution requires a person to have completed one Club Trip, which is defined as bushwalking or allied outdoor activity.**
- **Draft CBC Constitution requires a person to have completed one Club Activity.**
- **This broadens eligibility for membership to a person who supports the Objects of the Club (membership applications will include a statement to this effect), and has completed any Club Activity, regardless of whether it is a bushwalk or outdoor. This change means membership is open to anyone who is able to support or contribute to the Objects of the Club, even if they are unable to or prefer not to participate in a bushwalk or allied outdoor activity.**

### **In Summary**

By incorporating the model rules, the proposed Constitution gives CBC a single and comprehensive reference point for managing the Club and confidence it will guide us to legally and fairly manage our day-to-day operations as well as unusual and difficult situations.

The proposed new rules allow greater flexibility in recruiting volunteers and managing our committee functions, and simplified membership applications.

### **What's Next?**

The [draft Constitution](#) is on the CBC website, and a table comparing each section of the current Constitution with its equivalent in the proposed is in the table below. Please read, provide feedback and ask questions. The current Constitution is on the CBC website [here](#). We will also explain the changes and discuss and answer questions in at least one of our monthly presentations.

We will call a general meeting, with at least 21 days' notice, to put a Special Resolution to update the Constitution to the vote. To be adopted, a Special Resolution requires 75% of attendees to support it.

A decision on the timing and format of this meeting will be informed by your feedback and questions.

### **Questions and Feedback**

Email [committee@canberrabushwalkingclub.org](mailto:committee@canberrabushwalkingclub.org)

### **Links**

[Current Constitution on the web](#) or [downloadable in pdf format](#).

[New Draft Constitution](#)

The web page, [New Constitution](#), will show any new information that becomes available.

CBC Committee  
February 2025

### Comparison of Current and Proposed Constitutions

Current	Proposed	Summary of Differences/Comment
1. Name	1. Name of the Association	None
2. Objects	3. Objects of the Club	None
3. Membership	4. Membership	<p>Proposed 4.2(a)(ii) requires a person to have completed one Club activity to apply for membership.</p> <p>Current 3.1 requires a person to have completed one Club trip.</p> <p>The requirement for membership is being broadened to remove the requirement to participate in a Club trip (bushwalking or allied outdoor activity) and allow people to apply for membership if they support the Objects of the Club and have participated in at least one activity. This allows a person who cannot or prefers not to participate in bushwalking or an allied outdoor activity to apply for membership as long as they have participated in any activity offered by the Club.</p> <p>Proposed 4.2(b) requires that new applicants be nominated by a current member.</p> <p>Current 3.1.1 requires new applicants be proposed and seconded by two current members.</p> <p>Proposed 4.3 states the membership fee is payable by a date determined by the Committee, which is consistent with current practice.</p> <p>Current 3.1.2 states that the fee is paid with the application, which does not reflect actual practice.</p> <p>Proposed 4.4(b) includes grounds for rejecting an application (as per model rules), there is no equivalent in current.</p> <p>Current 3.3 around disciplinary procedures are covered by proposed 7.1.</p> <p>The Notes proposed in 4 cover the legal requirement for a Register of Members and to give members the right to restrict access to their details. Bilby complies with both. There is no equivalent in the current Constitution.</p>



Current	Proposed	Summary of Differences/Comment
6. Finance	13. Financial Matters	<p>The references in the current Constitution to define a financial year, for the Treasurer to keep accounts, to present audited accounts at the AGM and have a reviewer (Auditor) appointed have been removed. These items are either superfluous or covered by the enabling legislation that governs associations in the ACT, and still apply.</p> <p>A new section on funding sources has been added, limiting our funding sources to Membership fees, donations, and other sources allowable under the governing legislation.</p> <p>New requirement to bank funds received promptly and issue a receipt. This is current practice.</p> <p>The narrative around the ability to use the Club's funds has been substantially expanded upon, however, in practical terms, has not changed.</p>
7. Meetings	11. Committee Meetings  12. General Meetings	<p>Proposed 11 has much more detail on procedures than current, broken down into the following sections:</p> <ul style="list-style-type: none"> <li>11.1 frequency (minimum 3 times a year), when, method</li> <li>11.2 notice and business</li> <li>11.3 chair</li> <li>11.4 quorum</li> <li>11.5 voting</li> <li>11.6 minutes</li> <li>11.7 records</li> </ul> <p>Proposed 12 has much more procedural detail than current, broken down into the following sections:</p> <ul style="list-style-type: none"> <li>12.1 general meetings - frequency, when, method</li> <li>12.2 AGMs – notice and business</li> <li>12.3 other general meetings</li> <li>12.4 authorising proxy</li> <li>12.5 chair</li> <li>12.6 quorum</li> <li>12.7 voting</li> <li>12.8 minutes</li> <li>12.9 adjournment</li> </ul>
8. Publications	No equivalent	No longer required; use of funds is covered by proposed 13 Financial Matters.

<b>Current</b>	<b>Proposed</b>	<b>Summary of Differences/Comment</b>
9. Amendments	15. Amendments 2.1 Definitions – Special Resolution	None
10. Seal	18.3 Common Seal	None
11. Public Officer	14. Public Officer	None
12. Miscellaneous	18.2 Records and Other Documents 18.4 Winding Up	None
13. Dispute Resolution	6. Dispute Resolution 7. Disciplinary Action 8. Appeals	It is a legal requirement that Associations have documented dispute resolution procedures. Proposed brings all processes, as per model rules, into the Constitution. Current includes much less detail, stating procedures for resolving disputes must be published on the website.
<i>Clauses not in the current Constitution</i>	2. Definitions and Interpretation	No equivalent in the current Constitution.
	5. Register of Members 5.1 Club to Keep Register	These are legal requirements. No equivalent in the current Constitution. 5.1(a) specifies what details are kept in the register. Bilby meets these requirements.  Proposed 5.1(b) specifies committee members must notify any change of address.
	16. Policy	No equivalent in the current Constitution. Gives authority to the committee to create policies for management of the Club and to advance objects of the Club.
	17. Jurisdiction	No equivalent in the current Constitution. Specifies this constitution is governed by laws of the ACT.
	Annexure Proxy for meeting form	No equivalent in the current Constitution.

### *Document History*

<b>Date</b>	<b>Details</b>
2025-02-04	Original
2025-02-07	Comparison of current 3.1 with proposed 4.2(a)(ii) added in the table
2025-02-17	Comparison of current 3.1 with proposed 4.2(a)(ii) added in the introductory text