

The present Constitution came into effect on 1 January 1996 and has been amended on four occasions - following adoption of special resolutions at general meetings of members and subsequent support by at least two thirds of members voting in postal ballots. The dates those amendments took effect and their subject matter are:

1 May 1998 Addition of a Youth Member class of membership.

8 April 2000 Addition of a provision allowing certain Ordinary members to be designated as 'Gold members' and to receive privileges.

1 May 2001 Changes to existing provisions:

- Increasing the radius for determining 'out of area' members from 65kms to 160kms from the GPO;
- the financial year to end on 31 December;
- children aged under 5 able to be nominated for membership; and
- clarification of general meeting notice periods.

1 May 2009 Addition of a provision allowing Ordinary members of 50 years standing to be designated as a '50 Year Member' and to receive privileges.

The text following incorporates all of the amendments made to this date.

1 May 2009

# CONSTITUTION

## OF

# CANBERRA ALPINE CLUB

# INCORPORATED

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## PART 1—PRELIMINARY

### Name

1. The name of the Club is “Canberra Alpine Club Incorporated”.

### Interpretation

2. (1) In this Constitution, unless the contrary intention appears—

“Act” means the *Associations Incorporation Act 1991*;

“Annual General Meeting” means the general meeting of the Club held annually in accordance with this Constitution;

“By-laws” means the By-laws of the Club made in accordance with this Constitution;

“Club” means Canberra Alpine Club Incorporated.

“Committee” means the duly elected Committee of the Club;

“Extraordinary General Meeting” means an Extraordinary General Meeting of the Club held in accordance with this Constitution;

“financial member” means a member who has paid his or her current membership charges as prescribed in the By-laws;

“financial year” means the period of 12 months commencing on 1 January. The financial year commencing 1 November 2000 shall extend to 31 December 2001 and thereafter each financial year will commence on 1 January;

“General Meeting” means an Annual General Meeting or an Extraordinary General Meeting, or both, as the context requires;

“member” means a member of the Club;

“President” means the President of the Club and includes any member for the time being performing the duties of the President;

“Public Officer” means the member resident in the Australian Capital Territory appointed as Public Officer in accordance with the Act;

“Secretary” means the Secretary of the Club and includes any member for the time being performing the duties of the Secretary;

“sponsor”, when used as a verb in relation to a nomination for membership, means to nominate or to second such nomination;

“subscription” means the amount payable to the Club annually by a member in respect of his or her membership;

“Treasurer” means the Treasurer of the Club and includes any member for the time being performing the duties of the Treasurer.

- (2) In this Constitution—

- (a) words in the singular number include the plural and words in the plural number include the singular; and

- (b) the heading to a provision of this Constitution shall not affect the interpretation of that provision.

### **Objects**

**3.** The objects of the Club are—

- (a) to promote skiing and related activities among Club members;
- (b) to promote bushwalking and related activities among Club members;
- (c) to foster the conservation of the alpine environment;
- (d) to foster the interest of members in matters of historical or heritage significance to skiing or bushwalking including, without limiting their generality, the preservation of buildings, sites and objects;
- (e) to foster co-operation and good fellowship among skiers in Australia and overseas.

### **Powers**

**4.** The Club has power to do all things that are necessary or convenient to be done in furtherance of its objects and, in particular, has power—

- (a) to enter into contracts;
- (b) to acquire, lease or sell land or any interest in land;
- (c) to acquire, lease, hire or sell buildings and equipment ;
- (d) to develop, improve, equip and maintain facilities, including buildings, for accommodation and shelter and to make such facilities available, either gratuitously or for payment, in accordance with the By-laws for the use of—
  - (i) members;
  - (ii) guests of members; and
  - (iii) other persons nominated by members;
- (e) to raise or borrow moneys on such terms and in such manner as the Club considers appropriate;
- (f) to invest Club funds in trustee investments authorised under the *Trustee Act 1957*;
- (g) to do anything incidental to the powers of the Club.

## **PART 2—MEMBERSHIP**

### **Eligibility**

**5. (1)** Subject to this Constitution and the By-laws, any person is eligible to be nominated to become a member.

**(2)** A corporation shall not be a member.

**(3)** Subject to subclause (4), a person residing more than 160 kilometres from the GPO Canberra shall not be admitted to membership of the Club if the number of members residing outside that limit exceeds 1/3 of the total membership.

(4) A child of an Ordinary Member, Life or Honorary Life Member may be admitted as a Junior Member although the child resides more than 160 kilometres from the GPO Canberra.

### **Classes of membership**

6. (1) The membership of the Club shall be divided into the following classes:

- (a) Ordinary;
- (b) Provisional;
- (ba) Youth;
- (c) Junior;
- (d) Life;
- (e) Honorary Life.

(2) Membership of the Club is not transferable.

(3) The total membership of the Club shall not exceed 600, excluding Life Members whom the Club has been unable to contact for the last preceding period of 3 years.

(4) A maximum permissible number or proportion of members within a particular class of membership may be determined by the Committee and specified in the By-laws.

### **Application for membership**

7. (1) Applications for Provisional or Junior membership shall be considered by the Committee in accordance with the By-laws.

(2) A person applying for membership shall be sponsored by 2 members eligible to do so.

(3) A Committee member is not eligible to sponsor a person.

(4) A member shall not sponsor more than 4 persons, during the same calendar year.

### **Ordinary Members**

8. (1) A person shall not become an Ordinary Member unless that person—

- (a) is at least 23 years of age;
- (b) has been a Provisional Member or a Youth Member for at least 6 months or such longer period as may be prescribed in the By-laws;
- (c) has been offered Ordinary Membership in accordance with a resolution of the Committee supported by at least 7 Committee members; and
- (d) has paid the relevant membership charges within 2 months of notification of the offer of membership.

(2) Except as otherwise provided in this Constitution, an Ordinary Member shall be entitled to the following rights and privileges—

- (a) to vote at General Meetings;
- (b) to hold office and nominate others for office;
- (c) to take part in any Club competition and to compete on behalf of the Club;

- (d) to use the premises and facilities of the Club subject to the provisions of this Constitution and the By-laws;
- (e) to wear the badge and colours of the Club;
- (f) to sponsor a person to be a member.

**(2A)** A person who has been a member for the minimum period specified in the by-laws shall be designated a 'Gold member'.

**(2B)** A Gold member shall be entitled to the privileges specified in the by laws from time to time.

**(2C)** A person who has been an ordinary member for 50 years shall be designated a '50 Year Member'.

**(2D)** A 50 Year Member shall be entitled to the privileges specified in the by-laws from time to time.

**(3)** The charges, priorities and procedures applicable to Ordinary Members shall be prescribed in the By-laws.

### **Provisional Members**

**9. (1)** A person shall not become a Provisional Member unless that person—

- (a) is at least 17 years of age;
- (b) has been offered Provisional Membership in accordance with a resolution of the Committee supported by at least 7 Committee members; and
- (c) has paid the relevant membership charges within 2 months of notification of the offer of membership.

**(2)** A Provisional Member shall have the same rights and privileges as an Ordinary Member, except that a Provisional Member shall not be entitled—

- (a) to vote at General Meetings;
- (b) to sponsor a person for membership or to nominate a member for office; or
- (c) to hold office;

**(3)** Provisional Membership shall cease upon the expiration of 12 months after a person becomes a Provisional Member unless such membership is extended by the Committee;

**(4)** The charges, priorities and procedures applicable to Provisional Members shall be prescribed in the By-laws.

### **Youth Members**

**9A. (1)** A person shall not become a Youth Member unless that person—

- (a) is at least 17 years of age but not more than 23 years of age;
- (b) has been a Provisional Member for at least 6 months or such longer period as may be prescribed in the By-laws;

- (c) has been offered Youth Membership in accordance with a resolution of the Committee supported by at least 7 Committee members; and
- (d) has paid the relevant membership charges within 2 months of notification of the offer of membership.

(2) A Youth Member shall have the same rights and privileges as an Ordinary Member.

(3) The charges, priorities and procedures applicable to Youth Members shall be prescribed in the By-laws.

(4) A person described in paragraph (1)(a) who is an Ordinary Member immediately before the date that this clause comes into effect may, within 3 years of that date, apply for Youth Membership on terms acceptable to the Committee.

### **Junior Members**

**10. (1)** A person shall not become a Junior Member unless that person—

- (a) is at least 5 years and under 17 years of age;
- (b) has been offered Junior Membership in accordance with a resolution of the Committee supported by at least 7 Committee members; and
- (c) has paid the relevant membership charges within 2 months of the offer of membership.

(2) A Junior Member shall have the same rights and privileges as an Ordinary Member except that a Junior Member shall not be entitled—

- (a) to vote at General Meetings;
- (b) to sponsor a person for membership or to nominate a member for office; or
- (c) to hold office;

(3) A Junior Member shall cease to be a member at the end of the year in which he or she attains 17 years of age.

(4) The Committee may, within 2 months of a person ceasing to be a Junior Member in accordance with subclause (3), offer Provisional or Youth membership to that person.

(5) A Junior Member who becomes a Provisional Member but who is not subsequently offered Youth membership shall be refunded an amount equal to the amount of the entrance fee applicable to Junior Members as at the time he or she ceased to be a member.

(6) The charges, priorities and procedures applicable to Junior Members shall be prescribed in the By-laws.

### **Life Members**

**11.** A person who became a Life Member before 17 April 1984 has the same rights, privileges and obligations as an Ordinary Member but without liability for payment of subscriptions.

### **Honorary Life Members**

**12. (1)** A Life Member or an Ordinary Member who—

- (a) has rendered outstanding service to the Club; and

(b) is a financial member;

may be elected to be an Honorary Life Member by resolution passed by 2/3 of members voting and eligible to vote at a General Meeting.

(2) An Honorary Life Member shall have the same rights, privileges and obligations as a Life Member.

### **Membership charges**

13. (1) All membership charges shall be determined by the Committee from time to time and prescribed in the By-laws.

(2) Entrance fees payable by Junior, Youth and Ordinary Members take effect from the date of their determination or from a later date specified by the Committee in the relevant determination.

(3) Subscriptions take effect, and fall due for payment, on 1 January next following their determination.

(4) An offer of membership lapses unless, within 2 months after notification of the offer to a person, the Club receives payment in full of the relevant membership charges.

### **Non-payment of monies due**

14. (1) A member, or a prospective member, whose subscription or entrance fee remains unpaid for more than 2 months after the due date shall automatically cease to be a member, or to be entitled to become a member, as the case may be.

(2) A person referred to in subclause (1) may apply in writing to the Committee accompanied by payment in full of the amount then due and, if satisfied in the light of all the circumstances, the Committee may re-instate, or admit, the person to membership in accordance with a resolution of the Committee supported by at least 7 Committee members.

(3) Where—

(a) a member owes money to the Club, other than for subscription or entrance fee, for a period exceeding 3 months; and

(b) the Committee has given the member notice of the debt at least 3 times during the relevant period;

the member shall be suspended from enjoyment of the rights and privileges of membership until the debt has been settled or until he or she is relieved of the debt.

(4) A person who remains suspended under subclause (3) for a period of 12 months shall automatically cease to be a member and shall not be re-admitted.

### **Bankruptcy**

15. A member who—

(a) becomes bankrupt or insolvent; or

(b) makes a general assignment of all his or her property for the benefit of his or her creditors; or

(c) enters into a general composition with his or her creditors;

shall automatically be disqualified from holding office in the Club until such time as he or she has been discharged from bankruptcy.

### **Resignation**

**16.** A member may resign from the Club by notifying the Secretary in writing and, unless the member specifies an effective date for such resignation, his or her membership ceases from the date of receipt of such notification.

### **No transferable interest in Club property**

**17. (1)** No member shall by reason of his or her membership have any transferable interest by operation of law or otherwise in any Club property.

**(2)** A member expelled under this Constitution, or otherwise ceasing to be a member, shall forfeit any right or claim upon the Club, its property or funds as he or she would otherwise have had by reason of membership.

## **PART 3—THE COMMITTEE**

### **Powers of the Committee**

**18. (1)** Subject to this Constitution, the Committee—

- (a) shall control and manage the affairs of the Club;
- (b) may exercise all such functions as may be exercised by the Club other than those functions that are required by this Constitution to be exercised by the Club in general meeting; and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.

**(2)** The Committee may make By-laws not inconsistent with this Constitution prescribing all matters—

- (a) required or permitted by this Constitution to be prescribed; or
- (b) necessary or convenient to be prescribed for the proper conduct and management of the Club.

**(3)** By-laws shall be published in the Club journal as soon as practicable after being made and shall commence on a date specified in the By-laws.

**(4)** The Committee may be assisted by 1 or more subcommittees that are chaired by a Committee member.

**(5)** The Committee may, by resolution, delegate its authority to incur expenditure, to approve the payment of accounts and to do other things within its power and authority other than under this power of delegation—

- (a) to a Committee member;
- (b) to an office holder under clause 23; or
- (c) to a sub-committee.

(6) When making a delegation the Committee shall make suitable arrangements for regular reports to be made to it in relation to the exercise of the delegated powers.

(7) A delegation made by the Committee shall not affect the powers, authority and responsibility of the Committee in relation to the matters delegated.

(8) No Committee member or any other office holder shall be entitled to any remuneration for his or her services in that capacity.

### **Constitution and membership**

**19. (1)** The Committee shall consist of—

- (a) the President;
- (b) 2 Vice-Presidents;
- (c) the Immediate Past President;
- (d) the Secretary;
- (e) the Treasurer; and
- (f) 6 Ordinary Committee Members.

**(2)** The President shall be elected at each Annual General Meeting.

**(3)** The Immediate Past President shall hold office until the next Annual General Meeting after he or she ceases to be the President.

**(4)** The Vice-Presidents, Secretary, Treasurer and 3 Ordinary Committee members shall be elected at the Annual General Meeting and, subject to subclause (5), shall hold office for a term of 2 consecutive years.

**(5)** The President, 1 Vice-President, and Ordinary Committee members shall retire at each Annual General Meeting and all office bearers shall, upon expiry of their respective terms of office, be eligible for re-election .

### **Vacancies**

**20. (1)** A casual vacancy caused in the office of Ordinary Committee Member shall be filled—

- (a) by the Committee electing an eligible member to fill the vacancy until the next Annual General Meeting; and
- (b) if the term of office of the member who caused the vacancy would not have expired at the next Annual General Meeting—by a person duly elected at that meeting to fill the vacancy, subject to that person holding office until the expiry of the term of office of the member who caused the vacancy.

**(2)** A casual vacancy in the office of Vice-President, Secretary or Treasurer shall be filled by the Committee electing an eligible Committee member, or another eligible member, to fill the vacancy until the next Annual General Meeting at which meeting an eligible member shall be elected to the relevant office for a term of 2 consecutive years.

**(3)** A casual vacancy in the office of President shall be filled—

- (a) by the Committee electing a Vice-President to fill the vacancy until the next Annual General Meeting; or
- (b) if the vacancy can not be filled in accordance with paragraph (a)—
  - (i) where the vacancy occurs before 1 September—by election at an Extraordinary General Meeting convened for the purpose of electing an eligible member to fill the vacancy as soon as possible after the Secretary becomes aware of the impending vacancy; or
  - (ii) otherwise, by the Committee electing an eligible Committee member to fill the vacancy until the next Annual General Meeting.

**(4) Where a Committee member—**

- (a) fails to attend 3 successive Committee meetings without obtaining leave of absence from the Committee; or
- (b) fails to attend 6 successive Committee meetings, whether or not he or she has obtained leave of absence;

the office shall automatically become vacant and shall be filled in accordance with this clause.

**Secretary**

**21. (1) The Secretary shall keep minutes recording—**

- (a) decisions taken by the Committee;
- (b) decisions taken by a General Meeting; and
- (c) such other proceedings of the Committee or a General Meeting as the Committee considers necessary.

**(2) As soon as practicable after recording any minutes the Secretary shall provide copies of the minutes to the other Committee members and the Public Officer.**

**Treasurer**

**22. The Treasurer shall—**

- (a) ensure the proper maintenance of such financial records as may be prescribed in the By-laws;
- (b) ensure that Club monies are, as soon as practicable after their receipt, paid into a Club bank account determined by the Committee and prescribed in the By-laws;
- (c) ensure that the receipt of all monies on behalf of the Club is properly recorded in the Club's financial records by a member or employee authorised to do so by the Committee or under this Constitution;
- (d) at each Committee meeting, submit to the Committee a report of the current financial situation of the Club; and
- (e) at the Committee meeting last preceding an Annual General Meeting, submit to the Committee audited financial statements showing as at the immediately preceding 31 October the assets and liabilities, income and expenditure, receipts and payments of

the Club for the period of 12 months preceding that date, together with such other statements as may from time to time be prescribed in the By-laws.

### **Executive offices**

**23. (1)** The Committee may co-opt members to fill the following executive offices—

- (a) Club Captain;
- (b) Editor of the Club journal; and
- (c) such other offices as may be prescribed in the By-laws.

**(2)** A person, not being a Committee member, who holds an executive office may attend Committee meetings at the invitation of the Committee but shall not vote at any such meeting.

**(3)** Except as provided in this Constitution, the duties and responsibilities of the executive offices referred to in this clause shall be prescribed in the By-laws.

### **Resignation**

**24. (1)** If the Committee resigns as a body at a General Meeting or is called upon to resign by such meeting, a new Committee shall forthwith be elected at the meeting and until the new Committee takes office the Public Officer, with such assistance as he or she requires, shall carry on the business of the Club.

**(2)** The term of office of each member of the new Committee shall be the same as that prescribed for Committee members except that at the first Annual General Meeting after the election of the new Committee the last 3 Ordinary Committee Members to be elected in accordance with subclause (1) shall retire.

**(3)** If the Committee—

- (a) resigns as a body otherwise than in accordance with subclause (1); or
- (b) is prevented from fulfilling its functions under this Constitution;

a new Committee shall be elected at an Extraordinary General Meeting duly convened by the Secretary or, if the Secretary is not available, by the Public Officer and until the new Committee takes office the Public Officer, with such assistance as he or she requires, shall carry on the business of the Club.

**(4)** Subclause (2) applies in relation to a new Committee elected in accordance subclause (3) except that, for the purpose of calculating the term of office of each member of the new Committee, he or she shall be taken to have been elected at the preceding Annual General Meeting.

### **Election of Committee and office bearers**

**25. (1)** Nominations for the offices of President, Vice-President, Secretary, Treasurer, Public Officer and Ordinary Committee Member—

- (a) shall be called for by the Secretary not less than 28 clear days before the date of the Annual General Meeting at which the election of office bearers is to take place;
- (b) shall close with the Secretary 21 clear days before the date of that meeting; and
- (c) shall be made and seconded in the manner and form prescribed in the By-laws.

(2) Where an office bearer whose term of office does not expire at the next Annual General Meeting intends to accept nomination for another office to be filled at the next Annual General Meeting, he or she—

- (a) shall be taken to resign his or her existing office immediately preceding such Annual General Meeting; and
- (b) before accepting nomination for another office, shall notify the Secretary of his or her intention to accept such nomination in sufficient time to enable the Secretary to comply with subclause (1).

(3) The Secretary shall, as soon as practicable before the date of the Annual General Meeting at which the election of office bearers is to take place, circulate, to all members entitled to vote, an alphabetical list, according to surname, of the candidates for election and the respective members who have nominated and seconded each candidate.

(4) If, within the time allowed under subclause (1), sufficient nominations have not been received to fill all the offices falling vacant at an Annual General Meeting, further nominations for those offices may be received at the meeting.

(5) If, for the purposes of this clause—

- (a) only 1 candidate has been nominated for an office, he or she shall be declared to have been duly elected to that office ; or
- (b) more than 1 candidate has been nominated for an office, the election for that office shall be by ballot in which each member present and entitled to vote shall have 1 vote for each vacant office and the candidate obtaining the greatest number of votes in respect of any office shall be declared to have been elected to that office.

(6) At an election of Ordinary Committee Members each member present at the meeting shall have 1 vote for each of the number of candidates required to fill the vacancies so that candidates are elected to fill the vacancies in the order of the total number of votes recorded in favour of each candidate.

(7) For the purposes of an election, the candidates for each office falling vacant shall be listed alphabetically, according to surname, on the ballot paper .

### **Committee meetings and quorum**

**26. (1)** The Committee shall meet at least once in any period of 10 weeks and at least 9 times each year.

(2) Committee meetings may only be held in Canberra or at a Club lodge.

(3) At least 5 clear days notice of a Committee meeting shall be given to all Committee members, to the Public Officer and to any member invited by the Committee to attend such meeting.

(4) The quorum for a Committee meeting shall be constituted by the presence of 5 Committee members at the meeting.

(5) For the purposes of Committee meetings—

- (a) the President or, in the absence of the President, a Vice-President elected by the members present and entitled to vote at the meeting, shall preside; or

- (b) if the President and both the Vice-Presidents are not present within 30 minutes of the time notified for commencement of the meeting, the members present shall elect 1 of their number to preside at the meeting.

### **Voting and decisions**

**27. (1)** Resolutions of the Committee or a subcommittee shall be passed by simple majority of the members present and voting except that a resolution of the Committee offering membership to a person shall be supported by at least 7 Committee members.

**(2)** For the purposes of a Committee meeting or a subcommittee meeting, each Committee member or subcommittee member present, including the person presiding at such meeting, is entitled to 1 vote but in the event of an equality of votes the person presiding may exercise a second or casting vote.

**(3)** Subject to there being a quorum, the Committee may act despite any vacancy on the Committee.

**(4)** Any act or thing done by the Committee or a subcommittee is valid and effectual despite any defect in the appointment or qualification of any member of the Committee or the subcommittee.

## **PART 4—GENERAL MEETINGS**

### **Annual General Meetings**

**28.** The Annual General Meeting shall be held within 5 months of the end of each financial year to transact the following business—

- (a) to receive the annual report and audited financial statements required under this Constitution;
- (b) to elect the office bearers, including the Public Officer, required to be elected at an Annual General Meeting;
- (c) to appoint an Auditor if that office is vacant; and
- (d) to consider any motion received by the Secretary at least 21 days before the date notified for the meeting under sub-clause 31(1).

### **Annual report and audited statement of accounts**

**29. (1)** Before each Annual General Meeting the Secretary shall provide all members, other than Junior Members, with a written report by the President on—

- (a) the activities of the Club during his or her term of office;
- (b) the financial position of the Club as at the end of the last financial year; and
- (c) any changes in the membership of the Club as at the end of the last financial year.

**(2)** The annual report shall be accompanied by—

- (a) an audited statement of accounts that complies with the requirements of the Act; and
- (b) a list of members as at the end of the last financial year .

### **Extraordinary General Meetings**

**30. (1)** An Extraordinary General Meeting may be called to deal with any item of Club business—

- (a) by the Committee at any time; or
- (b) following receipt by the Secretary of a written requisition specifying the purpose for which the meeting is to be called and signed by not less than 20 members entitled to vote—
  - (i) by the Secretary; or
  - (ii) if the Secretary fails to act, or is otherwise unavailable—by the Public Officer who, for that purpose, shall have the same powers and duties as the Secretary.

**(2)** An Extraordinary General Meeting shall deal only with the matters specified in the notice given of the meeting and, in the case of a meeting requisitioned by members, the meeting—

- (a) shall be held not later than 28 clear days after receipt by the Secretary of the requisition; and
- (b) shall deal only with the matters specified in the requisition.

### **Notice**

**31. (1)** The Secretary shall:

- (a) cause to be published in *Frozen Acres* details of the time and date of the Annual General Meeting at least two months before the meeting is due to be held; and
- (b) give notice to all members entitled to vote at the relevant General Meeting at least 14 days beforehand of:
  - any motion received in accordance with clause 28 or the matter specified in the requisition under clause 30; and
  - details of office holder nominations received.

**(2)** For the purposes of subclause (1), General Meetings may only be held in Canberra or at a Club lodge.

### **Quorum for General Meetings**

**32.** The quorum for a General Meeting shall be constituted by the presence of 40 members who are entitled to vote at the relevant meeting.

### **Person presiding**

**33. (1)** At General Meetings—

- (a) the President or, in the absence of the President, a Vice-President elected by the members present and entitled to vote at the meeting, shall preside; or
- (b) if the President and both the Vice-Presidents are not present within 30 minutes of the time appointed for commencement of the meeting, the members present shall elect 1 of their number to preside.

(2) A person elected to preside in accordance with paragraph (1) (b) shall continue to preside at the relevant meeting notwithstanding the subsequent attendance of the President or a Vice-President.

(3) The person presiding at a General Meeting shall have the right to exercise 1 deliberative vote and, in the event of an equality of votes, may exercise a second or casting vote.

### **Voting**

**34. (1)** Except as provided in subclause 33 (3), for the purposes of a General Meeting each financial member personally present and entitled to vote at the relevant meeting shall be entitled to 1 vote on each resolution put to the vote at the meeting.

(2) Except as otherwise provided in this Constitution, resolutions of a General Meeting require a simple majority.

(3) A member shall not vote by proxy at a General Meeting.

(4) Voting on any matter at a General Meeting may be by ballot if—

(a) the person presiding considers a ballot to be necessary; or

(b) a ballot is requested by 1/3 of the members present and entitled to vote at the meeting.

(5) At the request of 1/3 of the members present and entitled to vote at a meeting, voting on any matter at such meeting may be by a postal ballot for which counting shall take place on a date specified on the relevant ballot paper, which date shall be a reasonable time after the posting of the ballot paper.

## **PART 5—FINANCE**

### **Funds—source**

**35.** The funds of the Club shall be derived from entrance fees, subscriptions, accommodation charges, donations and, subject to any resolution passed at a General Meeting and subject to section 114 of the Act, such other sources as the Committee determines.

### **Limitation on commitments**

**36. (1)** The Committee shall not commit the Club to any project, item of expenditure, loan or any other financial obligation to any person, organisation, association or authority, involving an amount exceeding \$25,000, or to the grant of a mortgage, charge or security upon or over any of the real or personal property of the Club unless prior authority for such commitment has been given by resolution passed at a General Meeting.

(2) The Club shall not engage a member for fee, salary or wages in an amount that in any calendar year exceeds 1/10 of the amount specified in subclause (1).

(3) No office bearer or member shall commit the Club to expenditure or to payments from Club funds unless he or she is duly authorised under this Constitution, by delegation or by other authority from the Committee.

### **Payments**

**37. (1)** The Committee may authorise specified office bearers, members or employees of the Club to hold and operate petty cash advances.

(2) All payments from Club funds other than from petty cash advance shall be made—

- (a) by cheque;
- (b) by electronic funds transfer, as directed by the Committee, in accordance with accepted banking practice; or
- (c) by such other non-cash forms of payment as are authorised by Committee.

(3) Cheques shall be signed by any 2 of the President, Secretary Treasurer and any other Committee members duly authorised to do so in accordance with the By-laws.

### **Levy**

**38.** A levy shall not be imposed on members except by resolution passed by 2/3 of the members voting and eligible to vote at a General Meeting.

### **Application of Club property**

**39. (1)** Club funds and other Club property shall be applied solely towards the promotion of the objects of the Club and, subject to subclause (2), shall not be paid or transferred directly or indirectly by way of dividend, bonus, discount, rebate or otherwise by way of profit to any member.

(2) Nothing in this Constitution shall prevent the payment in good faith of—

- (a) any commensurate remuneration to a member or employee of the Club or to any other person in return for services actually rendered to the Club; or
- (b) reasonable interest on money lent or reasonable and proper rent for property or premises made available to the Club by a member.

(3) The Committee may set aside out of Club funds such sums as it considers proper as a reserve fund and, subject to the Act, may—

- (a) invest monies standing to the credit of the reserve fund in trustee investments authorised under the *Trustee Act 1957*;
- (b) deal with and vary such investments from time to time;
- (c) dispose of all or part of those investments in its discretion for the benefit of the Club; and
- (d) divide the reserve fund into such components as it considers appropriate.

### **Charges**

**40.** Rates of charge for goods and services provided by the Club and for the use of Club facilities shall be fixed by the Committee from time to time and prescribed in the By-laws.

### **Auditor**

**41. (1)** The Club's Auditor shall be—

- (a) a qualified accountant who is not a member; and
- (b) appointed at a General Meeting.

(2) The Auditor shall hold office for a term of 2 consecutive years and is eligible for re-appointment but if, for any reason, the office becomes vacant during that term, the Committee shall appoint a person described in paragraph (1) (a) to be the Club's Auditor for the remainder of the term.

(3) For the purpose of producing an audited statement of accounts for inclusion in the annual report, the Auditor shall, as soon as practicable after the end of each financial year, examine the books of account, financial transactions and related documentary evidence and report whether, in his or her opinion—

- (a) the balance sheet and statement of income and expenditure for the financial year last occurring, including supporting financial statements for that period, have been properly drawn up so as to give a true and fair account of the financial affairs of the Club at that date; and
- (b) the accounting and other records examined have been properly kept;

in accordance with the requirements of this Constitution and the Act.

(4) In subclause (1)—

“qualified accountant” means a person qualified to audit accounts as provided for by subsection 74 (3) of the Act.

## **PART 6—INVESTIGATION OF COMPLAINTS**

### **Complaints**

**42.** Where the President or the Secretary receives a written complaint involving an allegation (in this Part called the complaint) in relation to—

- (a) a breach of this Constitution or the By-laws; or
- (b) the behaviour of a member that is incompatible with membership of the Club or the interests of the Club or of any or several members;

the President or the Secretary, as the case may be, may, within a reasonable time after receiving the complaint, have the allegation investigated by an Investigation Committee in accordance with this Part.

### **Investigation Committee**

**43. (1)** An Investigation Committee shall consist of 3 members elected, by simple majority, at a meeting of available members of a panel of members appointed by the Committee of the Club as soon as practicable after each Annual General Meeting for the purpose of assisting with investigations under this Part.

(2) The panel referred to in subclause (1) shall consist of 5 or more members of not less than 3 years standing, not being—

- (a) Provisional Members;
- (b) Junior Members; or
- (c) Committee members.

(3) Any member—

- (a) involved in, or associated with, an allegation; or
- (b) having a vested interest in the outcome of an investigation;

shall not be eligible to sit on an Investigation Committee.

### **Notice of allegation**

**44.** For the purpose of investigating an allegation made against a member, the Investigation Committee shall ensure that the member concerned is given reasonable notice of—

- (a) the particulars of the allegation;
- (b) the right to make written representations to the Investigation Committee; and
- (c) the right to appear in person and to be represented, at his or her expense, before the Investigation Committee.

### **Conduct of investigation**

**45. (1)** The Investigation Committee shall, with due expedition, investigate the facts and circumstances of each allegation referred to it.

**(2)** Subject to this Part, an investigation shall be conducted in such manner as the Investigation Committee considers appropriate.

**(3)** The Investigation Committee may obtain legal advice in relation to—

- (a) the legal implications of an allegation; and
- (b) the observance of natural justice.

### **Report of investigation**

**46. (1)** Where the Investigation Committee finds that—

- (a) there is no case to answer; or
- (b) an allegation is trivial;

the Investigation Committee shall forward a written report of its findings to the Committee of the Club and, subject to notice of the findings being given to the person who made the complaint and the member against whom the allegation was made, no further action shall be taken.

**(2)** Where the Investigation Committee finds that there has been—

- (a) a breach of this Constitution or the By-laws; or
- (b) behaviour by a member, that is incompatible with membership of the Club or the interests of the Club or of any or several members;

and the Investigation Committee considers that further action should be taken, it shall—

- (c) forward a written report of its findings to the Committee of the Club referring, where appropriate, to the relevant provisions of this Constitution or the By-laws;
- (d) forward a copy of the report to the member against whom the allegation was made; and
- (e) inform that person of his or her rights, including—
  - (i) the right to make written representations to the Committee of the Club; and
  - (ii) the right to appear in person and to be represented, at his or her expense, before the Committee of the Club.

### **Action on report**

**47. (1)** The report of the Investigation Committee made under subclause 46 (2) shall be considered at a meeting of the Committee of the Club consisting of not less than 6 members not having a vested interest in the matter.

**(2)** Following consideration of the report of the Investigation Committee and in the light of—

(a) any evidence received by, or given to, the Committee of the Club in the presence of the member against whom the allegation was made; and

(b) any further representations made to that Committee by or on behalf of the member ;

the Committee of the Club shall make a decision in relation to the complaint and for that purpose may, at a meeting of not less than 6 Committee members eligible to vote at such meeting, by resolution passed by not less than 2/3 of those members —

(c) expel the member;

(d) reduce the membership status of the member;

(e) suspend or restrict (conditionally or otherwise) any of the rights and privileges of membership enjoyed by the member ;

(f) impose a reasonable penalty, including a monetary penalty;

(g) reprimand the member; or

(h) dismiss the complaint.

**(3)** A monetary penalty imposed on a member shall for the purposes of subclauses 14 (3) and (4) be taken to be money that the member owes to the Club.

**(4)** As soon as practicable, but not later than 7 days after the Committee makes a decision in relation to a complaint, the Secretary shall give written notice of the decision and the reasons for the decision to the person against whom the allegation was made.

**(5)** Where an allegation involves the Committee of the Club as a body or a substantial number of Committee members, the report of the Investigation Committee shall be dealt with by an Extraordinary General Meeting.

**(6)** For the purposes of subclause (1) or (5), the Committee of the Club or an Extraordinary General Meeting, as the case requires, may obtain legal advice in relation to—

(a) a matter dealt with by the report of the Investigation Committee; and

(b) the observance of natural justice.

### **Effect of suspension or expulsion**

**48. (1)** A member who has been suspended by the Committee shall not—

(a) use the facilities of the Club; or

(b) be required to pay further dues to the Club;

and the non-payment of such dues shall not be taken into account for the purposes of subclause 14 (1).

(2) A member who has been expelled by the Committee shall cease to be a member 14 days after the date of written notification to the member of his or her expulsion, unless within that time, the member lodges an appeal under clause 49 in which case the expulsion shall not become effective until the day after the date that an Extraordinary General Meeting confirms the expulsion in accordance with that clause.

### **Right of appeal**

**49. (1)** If the Committee expels or suspends a member for a period exceeding 12 months, the member may, within 14 days of being given written notice of the decision, lodge an appeal with the Secretary against his or her expulsion or suspension.

(2) An appeal against the expulsion or suspension of a member shall be heard by an Extraordinary General Meeting duly convened for the purpose.

(3) The Committee shall ensure that the member concerned is given reasonable notice of his or her rights at the hearing of the appeal, including—

- (a) the right to make written representations to be considered at the Extraordinary General Meeting; and
- (b) the right to appear in person and to be represented, at his or her expense, before the Extraordinary General Meeting.

(4) A member who appeals against his or her expulsion or suspension may be re-instated with the same membership status held immediately before expulsion or suspension, or some lesser status, as determined by resolution passed by a simple majority of members eligible to vote and voting by ballot at the Extraordinary General Meeting.

## **PART 7—MISCELLANEOUS**

### **Patron**

**50.** The Patron of the Club may be elected at each Annual General Meeting.

### **Public Officer**

**51. (1)** The Public Officer shall inform and advise the Club in relation to —

- (a) the requirements of the Act and matters incidental to those requirements; and
- (b) the interpretation, application and implementation of the provisions of this Constitution and the By-laws .

(2) Except as otherwise provided in this Constitution, the Public Officer shall be elected for 2 years at an Annual General Meeting and on retirement shall be eligible for re-election.

(3) The Public Officer shall not be a member of the Committee but may, at the invitation of the Committee, attend Committee meetings without having the right to vote at such meetings.

(4) Where, as provided by the Act, the office of Public Officer becomes vacant before the term of that office expires, it shall be filled for a term of 2 years by election at the next Annual General Meeting and until such meeting the Committee shall, within 14 days after the vacancy occurred, appoint a suitably qualified member to perform the functions of the Public Officer.

### **Common seal**

**52. (1)** The common seal of the Club shall be kept by the Public Officer.

**(2)** The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures of 2 members of the Committee and either the Public Officer or another member appointed for the purpose by the Committee.

### **Club journal**

**53. (1)** The Committee shall publish a Club journal at least once every 3 months and shall circulate it to members in accordance with the By-laws.

**(2)** The purpose of the Club journal is—

- (a)** to disseminate promptly to members all Committee decisions that affect them and of which they have not been otherwise notified;
- (b)** to provide reports, information and notification about Club activities; and
- (c)** to provide information relevant to the objects of the Club and on other incidental matters.

**(3)** The price and method of payment for the Club journal shall be determined from time to time by the Committee and prescribed in the By-laws.

### **Custody and inspection of books and documents**

**54. (1)** Provision shall be made by the Committee, as notified in the By-laws, for the custody and inspection by members of books, documents and securities of the Club.

**(2)** A member may, upon application to the Secretary, obtain a copy of this Constitution and the By-laws.

### **Affiliations**

**55.** In addition to the organisations with which the Club is affiliated at the date that this Constitution takes effect, the Club may, in furtherance of the objects of the Club and with the approval of a General Meeting, affiliate, or vary an affiliation, with any other association or organisation.

### **Postal address**

**56.** For the purposes of this Constitution and of carrying on the business of the Club, the postal address of the Club shall be determined from time to time by the Committee and prescribed in the By-laws.

### **Notification**

**57.** All requirements for notification of a member under this Constitution shall be taken to have been complied with if the relevant notification is posted at the required time to the address last notified in writing by the member to the Secretary.

### **Club colours and badge**

**58. (1)** The Club colours are royal blue and gold.

**(2)** The design of the Club badge is as set out in the Schedule to this Constitution.

## **Alteration of Constitution**

**59. (1)** This Constitution may be repealed, added to or otherwise altered by special resolution passed by 2/3 of the members voting and entitled to vote at a General Meeting convened for that purpose so that, at least, 14 days notice of the text of the proposed alterations is given to members.

**(2)** A resolution passed in accordance with subclause (1) shall only be effective if confirmed by 2/3 of the members voting and entitled to vote in a postal ballot in respect of which—

- (a) the Secretary shall post the relevant ballot papers to members entitled to vote not later than 14 days after the date of the meeting at which the resolution was passed;
- (b) postal votes must be received by the Secretary not later than 30 days after the date of that meeting; and
- (c) the Secretary shall—
  - (i) count the postal votes received within the 30 day period;
  - (ii) record the votes cast for and against the resolution; and
  - (iii) inform the Committee of the result.

**(3)** A resolution referred to in subclause (1) shall only take effect on a date nominated by the Committee and notified in the Club journal, being a date not later than 30 days after confirmation of that resolution.

## **Winding up**

**60. (1)** The winding up of the Club shall be in accordance with the Act.

**(2)** A member shall not be liable to contribute towards the payment of the debts or liabilities of the Club or the costs, charges and expenses of a winding up of the Club.

**(3)** Distribution of any surplus assets of the Club upon a winding up shall be in accordance with the Act.

## **Saving**

**61.** The adoption of this Constitution shall not derogate from the rights, privileges or status of a member enjoyed by such member immediately before this Constitution came into effect.

## **Date of operation and transition**

**62. (1)** Subject to this clause, this Constitution shall come into effect on 1 January 1996 and from that date the Constitution in effect immediately before that date is repealed.

**(2)** An office bearer of the Club at the time this Constitution comes into effect shall be taken to continue in office until the date that he or she would otherwise cease to hold office under the repealed Constitution.

**(3)** Anything done for the purposes of the repealed Constitution that continues to be applicable for the purposes of this Constitution shall be taken to have been validly done for the purposes of this Constitution.

**SCHEDULE**

**CLUB BADGE**

