

# Constitution of Canberra Bilbys Triathlon Club Incorporated

## 1 NAME

The name of the club is Canberra Bilbys Triathlon Club Incorporated (**'Club'**).

## 2 OBJECTS

The objects of the Club are to:

- (a) affiliate as a Club in accordance with the constitutions of Triathlon Australia Limited, Triathlon ACT Inc or their successors or assigns;
- (b) provide training, instructive, competitive and other activities that are aimed at meeting the goals of individual members in relation to triathlon;
- (c) provide opportunities for members to train with others who have similar abilities and goals in the sport of triathlon;
- (d) provide members with relaxed social occasions to compliment training sessions;
- (e) promote triathlon as a sport in the Australian Capital Territory and the surrounding district;
- (f) promote multisport training and racing activities amongst members;
- (g) buy, sell and supply goods and services for the purposes of the Club;
- (h) apply the property and capacity of the Club towards the fulfilment and achievement of these Objects;
- (i) comply with the objects of Triathlon ACT in relation to triathlon; and
- (j) do all other lawful things as are incidental or conducive to the attainment of these objects or any of them which may be calculated to advance directly or indirectly the interests of the Club.

## 3 POWERS OF THE CLUB

The Club has the legal capacity and all the powers provided by the Act.

## 4 DEFINITIONS AND INTERPRETATIONS

### 4.1 Definitions

In this Constitution unless the context otherwise requires:

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

**"By-Laws"** means any by-laws made by the Club under rule 26.

**"Club"** has the meaning given in rule 1.

**"Committee"** means the management committee of the Club elected or appointed as detailed in this Constitution.

**“Constitution”** means the Constitution for the time being of the Club.

**“General Meeting”** means the annual or any special general meeting of the Club.

**“Individual member”** means a registered financial member of the Club.

**“Intellectual Property”** means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks (whether registered or register able) relating to the Club or any event, competition, championship, meeting or triathlon activity of or conducted, promoted or administered by or under the control of the Club.

**“Life Member”** means an Individual Member upon whom life membership of the Club has been conferred under rule 5.2.

**“Member”** means a member for the time being of the Club under rule 5.1.

**“Objects”** means the objects of the Club in rule 2.

**“Policy”** means the policies made by the Club under rule 26.

**“President”** means the president for the time being of the Club.

**“Secretary”** means the person holding office under this constitution as secretary of the Club, or if no such person holds that office, the public officer of the Club.

**“Special Resolution”** means a resolution passed:

- (a) by a General Meeting of the Club of which twenty one (21) days notice of intention to move the motion has been given in accordance with this Constitution, and
- (b) by at least 75% of the persons present and voting at that meeting.

**“Triathlon ACT”** means Triathlon ACT or its successors or assigns being the governing body for triathlon in the ACT.

#### **4.2 Interpretations**

- (a) Expressions referring to “writing” shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.
- (b) In this Constitution unless the context otherwise requires:
  - (i) a reference to a function includes a reference to a power, authority and duty;
  - (ii) 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 or the performance of the duty;
  - (iii) words importing the singular include the plural and vice versa;
  - (iv) words importing any gender include the other gender;
  - (v) references to persons include corporations and bodies politic;

- (vi) references to a person include the legal personal representatives, successors and permitted assigns of that person;
  - (vii) 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);
  - (viii) an expression used in the Act that is given a special meaning for the purposes of the Act, has in any rule of this Constitution that deals with the same matter, the same meaning as in the Act; and
  - (ix) all headings contained in this Constitution are for guidance and do not form part of the substance of the Constitution.
- (c) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If it cannot be read down it shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of the Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

## **5 MEMBERS**

### **5.1 Members of Club**

The Members of the Club shall consist of:

- (a) Individual Members who may attend, debate and vote at General Meetings; and
- (b) Life Members of the Club, who may attend, debate and vote at General Meetings.

### **5.2 Life Members**

- (a) The Club may, from among persons who have provided long and meritorious service with the Club, appoint Life Members in recognition of their efforts in furthering the interests of the Club.
- (b) A Life Member may only be elected by Special Resolution at an Annual General Meeting.
- (c) A nomination for Life Member may only be made by the Committee or an Individual Member. Nominations for life membership must be received by the Secretary thirty (30) days prior to the relevant Annual General Meeting.
- (d) Nominations for Life Membership shall be examined by the Committee. After reviewing the nomination and completing any relevant enquires, the Committee shall make a recommendation to the Annual General Meeting in relation to the nomination.
- (e) Upon life membership being conferred, the person's details shall be entered upon the register. A person shall become a Life Member from the time their life membership is formally announced.

## **6. MEMBERS**

### **6.1 Application for Membership**

An application for Individual membership must be:

- (a) in writing on the form prescribed from time to time by the Committee, from the applicant or their parent / guardian and lodged with the Club, provided that each such application contain an undertaking on the part of the applicant to be bound by this constitution and any By-Laws and Policies made by the Club under rule 26; and
- (b) accompanied by the appropriate membership fee.

### **6.2 Discretion to Accept or Reject Application for Membership**

- (a) The Committee may accept or reject an application and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Committee accepts an application, the applicant shall become an Individual Member. Membership of the Club shall be deemed to commence upon acceptance of the application by the Committee. The Membership Coordinator shall amend the register accordingly as soon as practicable.
- (c) Where the Committee rejects an application, the Club shall refund any fees forwarded with the application and the application shall be deemed rejected by the Club.

### **6.3 Membership Renewal**

- (a) Individual membership of the Club is renewable annually.
- (b) Individual members are to reapply for membership in accordance with the procedures set down by the Committee from time to time.

### **6.4 Operation of Constitution**

The Club and the Members agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and the sport of triathlon is to be conducted, encouraged, promoted and administered in the Club;
- (b) to act in good faith to each other to ensure the maintenance and enhancement of triathlon, its standards, quality and reputation for the collective and mutual benefit of the Members;
- (c) to make full and proper disclosure to each other of all matters of importance to the Club;
- (d) to ensure that no Member acquires a material or financial advantage at the expense of the Club; and
- (e) to operate with mutual trust and confidence in pursuit of the Objects.

## **7. SUBSCRIPTIONS AND FEES**

- (a) The funds of the Club are to be derived from annual membership fees, sponsorship arrangements, merchandise sales, fees for services provided by the Club and any other source as decided at a General Meeting of the Club.
- (b) Fees including annual membership fees payable by Members (or any category of Member) to the Club, the basis of, the time for and the manner of payment shall be as decided by the Committee from time to time.

- (c) Any Member which has not paid all monies due and payable by that Member to the Club, shall (subject to the Committee's discretion), have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until the monies are fully paid or otherwise in the Committee's discretion. The Member shall be dealt with in the Committee's discretion.
- (d) Where the Committee exercises its discretion under sub-rule 7(c) and imposes a penalty on a Member which or who has not paid all monies due and payable by that Member to the Club, the rules of natural justice are hereby expressly excluded and do not apply to the imposition of that penalty.

## **8. CLUB REGISTER OF MEMBERS**

### **8.1 Club to Keep Register**

The Club shall keep and maintain a register of Members in which shall be entered such information as is required under the Act from time to time.

### **8.2 Inspection of Register**

Having regard to privacy and confidentiality considerations an extract of the register, excluding the address of any Member, shall be available for inspection by a Member (but not copying), upon reasonable request.

## **9. EFFECT OF MEMBERSHIP**

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Club and they are bound by this Constitution, the By-Laws and the Policies;
- (b) they shall comply with and observe this Constitution, the By-Laws and the Policies and any determination, resolution or policy which may be made or passed by the Committee;
- (c) by submitting to this Constitution, the By-Laws and the Policies they are subject to the jurisdiction of the Club;
- (d) this Constitution, the By-Laws and the Policies are made in pursuit of a common object, namely the mutual and collective benefit of the Club, the Members and triathlon;
- (e) this Constitution, the By-Laws and the Policies are necessary and reasonable for promoting the Objects and particularly the advancement and protection of triathlon; and
- (f) they are entitled to all benefits, advantages, privileges and services of the Club membership.

## **10. DISCONTINUANCE OF MEMBERSHIP**

### **10.1 Notice of Resignation**

Where a Member ceases to be a member of the Club an entry, recording the date on which the Member ceased to be a member shall be recorded in the register.

### **10.2 Forfeiture of Property Rights**

A Member who ceases to be a member, for whatever reason, shall forfeit all right in and claim upon the Club and its property including Intellectual Property. Any of the Clubs documents, records or

other property in the possession, custody or control of that Member shall be returned to the Club immediately.

### **10.3 Forfeiture of Representation Rights**

Where a Member ceases to be a member they shall also forfeit all representation rights at General Meetings.

### **10.4 Membership May be Reinstated**

Membership which has been withdrawn or terminated under this Constitution may be reinstated on application in accordance with this Constitution.

## **11. DISCIPLINE OF MEMBERS**

### **11.1 Discipline of Members**

(a) Where the Committee is of the opinion that a Member:

- (i) has persistently breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or the Policies or any resolution or determination of the Committee; or
- (ii) acted in a manner unbecoming of a member or prejudicial to the Objects and interests of the Club and/or triathlon; or
- (iii) brought the Club or triathlon into disrepute;

the Committee may by resolution:

- (iv) expel the Member from the Club;
- (v) suspend the Member from such rights and privileges of membership of the Club as the committee may determine for a specified period,

and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, sanctions and appeal mechanisms of the Club as set out in this Constitution.

(b) A resolution of the committee under sub-rule (a) is of no effect unless the Committee, at a meeting held not earlier than fourteen (14) days and not later than twenty eight (28) days after service on the Member of a notice under sub-rule (c), confirms the resolution in accordance with this rule.

(c) Where the Committee passes a resolution under sub-rule (a), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member –

- (i) setting out the resolution of the Committee and the grounds on which it is based;
- (ii) stating that the Member may address the Committee at a meeting to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after service of the notice;
- (iii) stating the date, place and time of that meeting; and
- (iv) informing the Member that the Member may do either or both of the following:

- (1) attend and speak at that meeting;
  - (2) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (d) Subject to section 50 of the Act, at a meeting of the committee mentioned in sub-rule (b), the committee shall –
- (i) give to the Member mentioned in sub-rule (a) an opportunity to make oral representations;
  - (ii) give due consideration to any written representations submitted to the Committee by that Member, at or prior to the meeting; and
  - (iii) by resolution determine whether to confirm or to revoke the resolution of the Committee made under sub-rule (a).
- (e) Where the committee then passes a resolution under sub-rule (d), the Committee shall, within seven (7) days after that confirmation, by notice in writing inform the Member of that confirmation and of the Member's right of appeal under rule 11.2.
- (f) A resolution confirmed by the Committee under sub-rule (d) does not take effect –
- (i) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; or
  - (ii) where within that period the Member exercises the right of appeal, unless and until the Club confirms the resolution in accordance with sub-rule (d).

## **11.2 Right of appeal of disciplined member**

- (a) A Member may appeal to the Club in general meeting against a resolution of the Committee which is confirmed under sub-rule 11.1(d), within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (b) Upon receipt of a notice under sub- rule (a), the Secretary shall notify the Committee which shall convene a general meeting of the Club to be held within twenty one (21) days after the date on which the Secretary received the notice or as soon as possible after that date.
- (c) Subject to section 50 of the Act, at a general meeting of the Club convened under sub-rule (b) –
  - (i) no business other than the question of the appeal shall be transacted;
  - (ii) the Committee and the Member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - (iii) the Members present shall vote by secret ballot on the question of whether the resolution made under sub-rule 11.1(d) should be confirmed or revoked.

- (d) If the meeting passes a special resolution in favour of the confirmation of the resolution made under sub-rule 11.1(d), that resolution is confirmed.

### **11.3 Non Application of rule 11**

This rule 11 shall not apply to any incident or matter to which a By-Law or Policy applies and which include a relevant disciplinary procedure. Any disciplinary matter which may be dealt with in accordance with a By-Law or Policy shall be dealt with in accordance with the disciplinary procedure set out in such By-Law or Policy.

### **12. ANNUAL GENERAL MEETING TO BE HELD**

- (a) An Annual General Meeting of the Club shall be held at least once in each calendar year and within the period of five (5) months after the end of the Club's most recently ended financial year in accordance with this Constitution on a date and at a venue to be determined by the Committee.
- (b) Sub-rule (a) has effect subject to the powers of the Registrar-General under section 120 of the Act in relation to extensions of time.
- (c) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

### **13. ANNUAL GENERAL MEETING – CALL OF AND BUSINESS AT**

- (a) The Annual General Meeting of the Club shall, subject to this Constitution and the Act, be convened on such date and at such place and time as the Committee thinks fit.
- (b) In addition to any other business which may be transacted at an Annual General Meeting, the business of the Annual General Meeting includes the following:
  - (i) the confirmation of the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (ii) to receive from the Committee reports on the activities of the Club during the preceding financial year;
  - (iii) to receive and consider the statement of accounts and the reports that are required by the Act to be submitted to Members;
  - (iv) to elect members of the Committee; and
  - (v) to appoint an auditor.
- (3) An Annual General Meeting shall be specified as such in the notice convening it in accordance with rule 15.

### **14. SPECIAL GENERAL MEETINGS – CALLING OF**

#### **14.1 Special General Meetings may be Held**

The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.

#### **14.2 Requisition of Special General Meetings**

- (a) The Committee shall on the requisition in writing made by not less than five per cent (5%) of the total Members, convene a Special General Meeting of the Club.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting and shall be signed by the Members making the requisition and be sent to the Secretary. The requisition may consist of several documents in a like form, each signed by one (1) or more of the Members making the requisition.
- (c) If the Committee does not cause a Special General Meeting to be held within one (1) month after the date on which the requisition is sent to the Committee, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Committee and any Member who consequently incurs expenses is entitled to be reimbursed by the Club for any expenses so incurred.

## **15. NOTICE**

- (a) Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Club, the Secretary shall, at least fourteen (14) days before the date fixed for the holding of the General Meeting give notice of the General Meeting specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the General Meeting.
- (b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary shall, at least twenty one (21) days before the date fixed for the holding of the General Meeting give notice of the General Meeting specifying, in addition to the matter required under in sub-rule (1), the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to sub-rule 13(b).
- (d) A Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

## **16. PROCEEDINGS AT GENERAL MEETINGS**

### **16.1 Quorum Present**

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be ten (10) Members present in person entitled to vote under rule 17.

### **16.2 President to Preside**

The President is to preside as chairperson at each General Meeting of the Club. If the President is absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

### **16.3 Adjournment of Meeting**

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting:
  - (i) If convened on the requisition of the Members, is to be dissolved; and
  - (ii) In any other case shall be adjourned to such other day and at such other time and place as the chairperson may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members and members of the Committee present form a quorum.
- (b) The chair may, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in sub-rule 16.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

#### **16.4 Poll**

At any General Meeting of the Club a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands):

- (a) directed by the chair; or
- (b) demanded by over half the Members present.

#### **16.5 Recording of Determinations**

Except when a poll is conducted in terms of rule 16.4, a declaration by the chairperson that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

#### **16.6 Where Poll Demanded**

If a poll is conducted under rule 16.4 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll shall be the resolution of the motion in respect of which the poll was conducted.

### **17. ENTITLEMENTS AT GENERAL MEETINGS**

- (a) Each Member is entitled to one (1) vote only. The chair shall not have a casting vote. Where voting is equal the vote shall be lost.
- (b) Notwithstanding any other rule of this Constitution, no Member shall take part in a General Meeting, unless all monies then due and payable by that Member to the Club are paid.

### **18. POWERS OF THE COMMITTEE**

Subject to the Act and this Constitution, the business of the Club shall be governed, and the powers of the Club shall be exercised, by the Committee. The Committee shall act in accordance with the Objects of the Club and shall operate for the collective and mutual benefit of the Club, the Members and triathlon.

### **19. COMPOSITION OF THE COMMITTEE**

- (a) The Committee is to consist of the following positions:
- (i) President;
  - (ii) two Vice-Presidents;
  - (iii) Secretary;
  - (iv) Treasurer;
  - (v) two Social Secretaries;
  - (vi) Clothing Officer;
  - (vii) Timing Coordinator;
  - (viii) Membership Coordinator;
  - (ix) two Novice representatives; and
  - (x) such number of general committee members as the Committee has determined necessary,
- elected or appointed in accordance with rule 20.
- (b) All Committee members shall comply with, as far as practicable the duty statements determined by the Committee from time to time in relation to their respective positions.

## **20. ELECTION OF COMMITTEE MEMBERS**

### **20.1 Nominations for Committee Members**

- (a) Nominations from Members to be considered for election as a Committee Member (other than as a Novice Representative):
- (i) shall be made orally or in writing by the nominee;
  - (ii) shall be made or delivered to the Secretary at or before the Annual General Meeting at which the election is to take place; and
  - (iii) may be made by Individual Members and Life Members on their own behalf.
- (b) If insufficient nominations are received by the time of the Annual General Meeting, any vacant positions remaining on the committee shall be deemed to be vacancies.
- (c) If the number of nominations received is equal to the number of vacancies for a position, the person(s) nominated shall be taken to be elected.
- (d) If the number of nominations received for a position exceeds the number of vacancies to be filled for that position, a ballot shall be held.
- (e) The ballot for the election of Committee members (other than the novice representatives) shall be conducted at the Annual General Meeting in such manner as the Committee may direct.
- (f) Only financial Members of the Club shall be eligible for nomination for and election to the Committee.

## **20.2 Novice Representatives**

So long as the Club continues to operate a novice program, the Committee will also include up to two Novice Representatives who will be elected to the Committee by a meeting of Members enrolled in the novice program for a particular season no later than one week prior to end of that novice program.

## **20.3 Term of Committee Members**

Subject to the provisions in this Constitution relating to the earlier retirement or removal of Committee members, each Committee member (including any Novice Representatives) shall hold office until the conclusion of the next Annual General Meeting but is eligible for re-election (except the Novice Representatives which are to be elected in accordance with sub-rule 20.2).

## **21. VACANCIES OF COMMITTEE MEMBERS**

### **21.1 Grounds for Termination of Committee Members**

In addition to the circumstances (if any) in which the office of a Committee member becomes vacant by virtue of the Act, the office of a Committee member becomes vacant if the Committee member:

- (a) is no longer a Member;
- (b) dies;
- (c) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (e) resigns his office by providing notice in writing to the Club;
- (f) is absent without the consent of the Committee from three (3) consecutive Committee meetings held during a period of six (6) months;
- (g) without the prior consent or later ratification of the Members in General Meeting, holds any office of profit under the Club;
- (h) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his interest; or
- (i) is removed from office by Special Resolution.

### **21.2 Casual Vacancies**

If there are any vacancies occurring on the Committee, the continuing members of the Committee may appoint a Member of the Club to fill the vacancy until the conclusion of the Annual General Meeting next following the date of the appointment.

### **21.3 Remaining Committee Members May Act**

In the event of a vacancy or vacancies on the Committee, the remaining Committee members may act but, if the number of remaining Committee members is not sufficient to constitute a quorum at a Committee meeting, they may act to:

- (a) increase the number of Committee members to the number required for a quorum, or
- (b) call a General Meeting of the Club.

## **22 MEETINGS OF THE COMMITTEE**

### **22.1 Committee to Meet**

The Committee shall meet as often as is deemed necessary for the dispatch of business and may adjourn and, subject to this Constitution, otherwise regulate, its meetings as it thinks fit.

### **22.2 Chair**

The President shall chair any Committee meeting at which he or she is present. If the President is not present, or is unwilling or unable to preside a vice-president, is to preside as chairperson. If the President and vice-presidents are absent or unwilling to act, the remaining Committee members shall appoint one of their number to preside as chair for that meeting only.

### **22.3 Decisions of Committee**

- (a) Subject to this Constitution, questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination of a majority of Committee members present and entitled to vote shall for all purposes be deemed a determination of the Committee. All Committee members shall have one (1) vote on any question. The chair shall also have a casting vote where voting is equal.
- (b) The Secretary shall notify all Members by means of notices approved by the Committee and prepared and issued by the Club of all administrative decisions made at a Committee meeting within 28 days of the conclusion of that meeting.

### **22.4 Resolutions Not in Meeting**

- (a) A resolution in writing, signed or assented to by facsimile or other form of visible or other electronic communication by all the Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Committee members.
- (b) Without limiting the power of the Committee to regulate its meetings as it thinks fit, a meeting of the Committee may be held where one (1) or more of the Committee members is not physically present at the meeting, provided that:
  - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form different;
  - (ii) notice of the meeting is given to all the Committee members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee;

- (iii) in the event of a failure in communications prevents sub-rule 22.4 (b)(i) from being satisfied by a quorum of Committee members then the meeting shall be suspended until sub-rule 22.4 (b)(i) is satisfied again. If such is not satisfied within thirty (30) minutes from the interruption the meeting shall be deemed to have terminated; and
- (iv) no meeting shall be invalidated merely because no Committee member is physically present at the place for the meeting specified in the notice of meeting.

### **22.5 Quorum**

- (a) At meetings of the Committee the number of Committee members whose presence or participation under rule 22.4 is required to constitute a quorum is 5 or more of the number of current members of the Committee.
- (b) If a quorum is not present within 30 minutes after the time fixed for a Committee meeting, the meeting is to be adjourned to (i) the same day, time and place in the next week or (ii) a day, time and place decided by the Committee.

### **22.6 Notice of Committee Meetings**

Unless all Committee members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence), not less than seven (7) days' written notice of the meeting of the Committee shall be given to each Committee member. The agenda shall be forwarded to each Committee member not less than five (5) days prior to such meeting.

### **22.7 Validity of Committee Decisions**

A procedural defect in decisions taken by the Committee shall not result in such decision being invalidated.

### **22.8 Minutes**

The minutes of the Committee meeting must be signed by the person presiding at the meeting, or the person presiding at the next Committee meeting, verifying their accuracy.

## **23. CONFLICTS**

A Committee member shall declare to the Committee his interest in any:

- (a) contractual matter;
- (b) disciplinary matter;
- (c) financial matter; or
- (d) other matter;

in which a conflict of interest arises or may arise and shall, unless otherwise determined by the Committee, absent himself from discussion of such matter and shall not be entitled to vote in respect of such matter. In the event of any uncertainty as to whether it is necessary for a Committee member to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee, or if this is not possible, the matter shall be adjourned or deferred. The Secretary shall maintain a register of declared interests.

## **24. PUBLIC OFFICER**

- (a) The Committee shall ensure that a person is appointed as public officer in accordance with the Act.
- (b) The public officer will be familiar with the provisions of the Act and will use their best endeavours to ensure all documents, financial statements, reports and statutory declarations are lodged by the prescribed date and advise the President if any item to be lodged is not available.
- (c) The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is eighteen (18) years of age or older and a resident of the geographical boundaries as required by the Act.
- (d) The Public officer shall be deemed to have vacated his position in the following circumstances;
  - (i) death;
  - (ii) resignation;
  - (iii) removal by the Committee or at a General Meeting;
  - (iv) bankruptcy or financial insolvency;
  - (v) mental illness; or
  - (vi) residency outside the geographical boundaries as required by the Act.

## **25. DELEGATIONS**

### **25.1 Committee may Delegate Functions**

The Committee may by instrument in writing create or establish or appoint from among the Committee members or otherwise, standing committees, individual officers or consultants to carry out such duties and functions and with such powers, as the Committee determines.

### **25.2 Delegation by Instrument**

The Committee may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Committee by the Act or any other law or this Constitution.

### **25.3 Delegated Function Exercised in Accordance with Terms**

A function, the exercise of which has been delegated under this rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

### **25.4 Procedure of Delegated Entity**

The procedures for any delegated entity shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee under rules 21 and 22. The quorum shall be

determined by the standing committee, but shall be no less than one half of the total number of standing committee members.

### **25.5 Delegation may be Conditional**

A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

### **25.6 Revocation of Delegation**

The Committee may by instrument in writing, revoke wholly or in part any delegation made under this rule, and may amend, repeal or veto any decision made by such body or person under this rule.

### **25.7 Standing Committees**

- (a) A standing committee appointed under this rule will function as a standing committee of the Committee in accordance with this rule 25. For the avoidance of doubt the standing committees and their members are responsible to the Committee and are subject to the direction of, and delegation prepared by, the Committee in accordance with this rule 25.
- (b) The Committee will call for applications as detailed in the By-Laws from Individual Members for consideration for appointment to the standing committees. Such appointments will be advised as soon as possible after the Annual General Meeting.

## **26. BY-LAWS AND POLICIES**

### **26.1 Committee to Formulate By-Laws and Policies**

The Committee may formulate, approve, issue, adopt, interpret and amend such By-Laws and Policies for the proper advancement, management and administration of the Club and, the advancement of the Objects as it think necessary or desirable. Such By-Laws and Policies must be consistent with this Constitution.

### **26.2 By-Laws and Policies Binding**

All By-Laws and Policies made under this rule shall be binding on the Members.

### **26.3 By-Laws and Policies Deemed Applicable**

All powers, rules, regulations, policies and by-laws of the Club in force at the date of the approval of this Constitution under the Act insofar as such powers, rules, regulations, policies or by-laws are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws and Policies under this rule.

### **26.4 Notices Binding on Members**

Amendments, alterations, interpretations or other changes to By-Laws and Policies shall be advised to Members by means of notices approved by the Committee and prepared and issued by the Club. Notices are binding upon all Members.

## **27. RECORDS AND ACCOUNTS**

### **27.1 Custody and Inspection of Books**

- (a) Except as otherwise provided by this Constitution, the Committee must keep in its custody or under its control all records, books and other documents relating to the Club.

- (b) The records, books and other documents of the Club must be open to inspect, free of charge, by a Member at any reasonable hour.

### **27.2 Records Kept in Accordance with the Act**

Proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct.

### **27.3 The Club to Retain Records**

The Club shall retain such records for not less than seven (7) years after the completion of the transactions or operations to which they relate.

### **27.4 Committee to Submit Accounts**

The Committee shall submit to the Annual General Meeting the accounts of the Club in accordance with this Constitution and the Act.

### **27.5 Accounts to be Provided to Members**

The Club shall cause to be provided to all persons entitled to receive notice of Annual General Meetings of the Club in accordance with this Constitution, a copy of the accounts, the Committee's report, the auditor's report and every other document required under the Act.

### **27.6 Negotiable Instruments**

All cheques and other negotiable instruments shall be signed or otherwise executed, by any two (2) office bearers (other than the treasurer) or in such other manner and by such persons the Committee determines.

### **27.7 Funds and Accounts**

- (a) The funds of the Club must be kept in an account(s) in the name of the Club in a financial institution decided by the Committee.
- (b) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Club.
- (c) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (d) All payments of \$100 or more are to be paid by cheque or electronic funds transfer.
- (e) All expenditure must be approved or ratified at a Committee meeting.

### **27.8 Financial Year**

The financial year of the Club closes on 30 June in each year.

## **28. APPLICATION OF INCOME AND PROPERTY**

- (a) The income and property of the Club shall be applied solely towards the promotion of the Objects.
- (b) No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.

- (c) No remuneration or other benefit in money or money's worth shall be paid or given by the Club to any Member who holds any office of the Club.
- (d) Nothing contained in rules 28(b) or 28(c) shall prevent payment in good faith to any Member:
  - (i) for any services actually rendered to the Club whether as an employee or otherwise;
  - (ii) for goods supplied to the Club in the ordinary and usual course of business;
  - (ii) of interest on money borrowed from any Member;
  - (iii) of rent for premises demised or let by any Member to the Club; or
  - (iv) for any out-of-pocket expenses incurred by the Member on behalf of the club;provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arms length in a similar transaction.

## **29. COMMON SEAL**

- (a) The common seal of the Club must be kept in the custody of the Committee.
- (b) The common seal must not be fixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures of two (2) Committee members.

## **30. AUDITOR**

- (a) A properly qualified auditor or auditors shall be appointed by a General Meeting and the remuneration of such auditor or auditors (if any) fixed by the Committee. The auditor's duties shall be regulated in accordance with the Act.
- (b) The accounts of the Club including the profit and loss accounts and balance sheet shall be examined by the auditor or auditors at least once in every year.

## **31. NOTICES**

### **31.1 Manner of Notice**

- (a) Notices may be given to any Member by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected two (2) days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

## **32. ADDITION ALTERATION OR AMENDMENT**

- (a) Subject to the Act, this Constitution may be amended, repealed or added to by a Special Resolution carried at a General Meeting.
- (b) An amendment, repeal or addition is valid only if it is registered as required by the Act.

## **33. WINDING UP OF CLUB AND LIABILITY OF MEMBERS**

### **33.1 Member Contributions**

The liability of a Member to contribute towards the payment of the debts and liabilities of the Club, and the costs, charges and expenses of winding up is limited to such amount as may be required not exceeding one dollar (\$1).

### **33.2 Distributions of Property on Winding Up**

If upon winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be paid to or distributed to an organisation or organisations having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club by rule 28. Such organisation to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of the Australian Capital Territory as may have or acquire jurisdiction in the matter.

### **33.3 Liability of Members**

The liability of the Members of the Club is limited.

## **34. INDEMNITY**

### **34.1 Committee Members to be Indemnified**

Every Committee member, auditor, employee or agent of the Club shall be indemnified out of the property or assets of the Club against any liability incurred by him in his capacity as a Committee member, auditor, employee or agent in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him by the Court.

### **34.2 The Club to Indemnify Committee Members**

The Club shall indemnify its Committee members and employees against all damages and costs (including legal costs) for which any such Committee member or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- (a) in the case of a Committee member, performed or made whilst acting on behalf of and with the authority, express or implied of the Club; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Club.