

# BMW MOTORCYCLE CLUB ACT INCORPORATED

## CONSTITUTION

March 2014

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## I. NAME

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The name of the Club shall be the BMW Motorcycle Club ACT Incorporated, hereinafter referred to as the Club, and it may have the short title of the BMW MCCA ACT.

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## II. OBJECTIVES

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### (1) The objectives of the Club are to:

- (a) Promote motor cycle activities and social outings to advance friendship within the motor cycle community;
  - (b) Promote, support and improve safe motorcycling skills of Club members;
  - (c) Share information relating to BMW motor cycles amongst the members;
  - (d) Form affiliations and relationships with other Clubs and Associations which have similar objectives; and
  - (e) Ensure that all non-member income is used for the benefit of the Club members or the community.
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## III. ALTERATION OF OBJECTIVES

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### (1) The Club may, by special resolution, alter its objectives.

- (a) If the Club alters its objectives it must notify the ACT Registrar-General within one month of the special resolution, using such form as is specified under the Act.
  - (b) A resolution to alter the objectives of the Club has no effect until the notice has been lodged with the ACT Registrar-General.
  - (c) A resolution of the Club shall be taken to be a special resolution if:
    - i It is passed at a general meeting of the Club, being a meeting of which at least 21 days notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the members; and
    - ii It is passed by at least 75% of those members present at the AGM.
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## IV. DEFINITIONS

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**Annual Fee** means the annual single or joint membership fee paid by members.

**Committee Member** means either an elected Office-Bearer or an Ordinary Member of the Committee.

**Financial year** means the year ending on the last day of February each year.

**Instrument** means a written legal document such as a contract, lease, deed, will or bond.

**Joining Fee** means an additional charge paid in addition to the Annual Fee at the time a member joins the Club.

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**Member** means an individual who has paid his/her Annual Fee. A member may hold Single Membership or Joint Membership.

**Membership** means a Single or Joint Membership of the Club. A membership may represent no more than two members.

**Office-Bearer** means a person elected as President, Vice-President, Secretary or Treasurer.

**Ordinary Committee Member** means a person elected or appointed to a position on the Committee other than the Office Bearers.

**Resolution** means a decision made by a majority of the members present at a meeting.

**Special Resolution** means a resolution that seeks to alter the Club's objectives, to dissolve the Club or to alter its membership fees. A special resolution will be passed when at least 75% of the votes of a quorum of those members of the Club who, being entitled to vote, vote in person or, where the rules of the Club permit voting by proxy, vote by proxy at the meeting.

**The Act** means the *Australian Capital Territory Clubs Incorporation Act 1991*.

**The Constitution** means the Constitution of the BMW Motorcycle Club ACT Incorporated as set out in this document and lodged with and approved by the ACT Auditor-General.

**The Regulations** means the *Australian Capital Territory Clubs Incorporation Regulations 1991*.

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## V. APPLICATION OF THE LEGISLATION ACT 2001 (AUSTRALIAN CAPITAL TERRITORY)

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- 1) The Australian Capital Territory Legislation Act 2001 applies to the Club's Constitution in the same way as it would if it were an instrument made under the Act.

## **VI. MEMBERSHIP**

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### **(1) Two forms of membership of the Club will exist.**

- (a) **Single membership** shall apply to an individual wishing to join the Club; and
- (b) **Joint membership** shall apply to an individual and their partner or spouse or an immediate family member wishing to join the Club.

### **(2) The Membership Form is a form approved by the Committee to collect information about new and renewing members of the Club.**

- (a) The membership form is accessed and completed via the Club's website; and
- (b) The membership form may be amended from time to time by the Committee.

### **(3) Application for membership of the Club:**

- (a) Must be made via the membership form;
- (b) Must be lodged with the Club's Membership Secretary along with the correct Annual Fee and Joining Fee;
- (c) As soon as is practicable after receiving an application for membership, the Membership Secretary must advise the Committee which must decide whether to approve or to reject the application;
- (d) If the Committee decides to approve the application for membership, the Membership Secretary must as soon as practicable after that decision:
  - i Check with the Treasurer and/or the membership database for the receipt of the correct Annual Fee and Joining Fee, then;
  - ii Notify the applicant that approval has been given;
  - iii Enter the applicant's name into the membership database, being the Club's Register of Members and, on the name being so entered, the applicant becomes a member of the Club; and
  - iv The Membership Secretary will send the new member a welcoming letter and club badge.

### **(4) A renewal of membership of the Club.**

- (a) Must be made using the approved membership form within one month of the end of the Club's financial year;
- (b) Must be lodged with the Club's Membership Secretary along with the correct Annual Fee; and
- (c) The Membership Secretary must, on payment by the member of the Annual Membership Fee
  - i Update the register of members.

### **(5) Membership entitlements are not transferable.**

- (a) A right, privilege or obligation that a person has because of being a member of the Club:
  - i Cannot be transferred to another person; and
  - ii Terminates on cessation of the person's membership.

**(6) Cessation of membership occurs when a member:**

- (a) Dies; or
- (b) Formally resigns from membership of the Club; or
- (c) Is expelled from the Club; or
- (d) Fails to renew membership of the Club.

**(7) Resignation of membership.**

- (a) A member may resign from the Club by giving notice via email or in writing to the President, Secretary or the Membership Secretary;
- (b) As soon as practicable after receipt of a letter of resignation the Membership Secretary will make an appropriate entry in the Register of Members recording the date the member ceased to be a member;
- (c) A member will be deemed to have resigned from the Club if their membership renewal has not been received within one month of the end of the Club's financial year;
- (d) Resignation of membership does not entitle the member to a refund in the Annual Fee or the Joining Fee.

**(8) Membership fees.**

- (a) There shall be a once-only Joining Fee for lapsed members who rejoin and new memberships, which shall be additional to the Annual Fee;
- (b) The Annual Fees for all members shall be payable on joining;
- (c) Renewal of fees for existing members falls due at the time of the Annual General Meeting;
- (d) For new memberships received after the October General Meeting only fifty percent of the normal Annual Fee shall apply.

**(9) Alteration of Membership Fees.**

- (a) The Club may, by special resolution, alter its membership fees.
- (b) The Committee may recommend by publication in the Club magazine that the Annual Membership and/or Joining Fees be changed with effect from the next Annual General Meeting or special General Meeting; and
- (c) The members shall discuss and vote on the Committee's recommendation in accordance with the quorum and proxy voting rules used for Annual General Meetings and General Meetings.

**(10) Life membership.**

- (a) Nominations for life membership of financial members with ten years continuous membership may be made to the Committee by a fellow financial or life member, seconded by another financial or life member.
- (b) When deciding whether to support the nomination, the Committee will take into account the amount of support for Club activities made by the nominee, and the extent of Club work carried out by him or her including that conducted as a Committee member of the Club.

- (c) The name of a member selected for life-membership by the Committee will be published in the Club Newsletter. Unless overturned by a majority vote at the next Annual General Meeting, the nominee will then be granted life-membership at no further cost to him or her.
- (d) Life Members must comply with all aspects of Part VI of this Constitution except for payment of Annual Membership Fees, for which they shall be exempt.

### **(11) Members liabilities.**

- (a) In the event of any claim being made upon the Club, the Club's liability shall be limited to extent provided by the *Australian Capital Territory Clubs Incorporation Regulations*; and
- (b) The liability of a member to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount (if any) unpaid by the member in relation to membership of the Club as required by Section (8), Membership Fees.

### **(12) Disciplining of members.**

- (a) If the Committee is of the opinion that a member:
  - i Has persistently refused or neglected to comply with a provision of this Constitution; or
  - ii Has acted in a manner prejudicial to the interests of the Club;

Then the Committee may, by resolution:

- iii Expel the member from the Club; or
  - iv Take any other appropriate action that the Committee may decide for a specified period.
- (b) A resolution of the Committee shall expel the member after the President provides written advice to the member of his intended expulsion and the grounds on which it is based.
- (c) Subject to Section 50 of the Act, the Committee must:
  - i Give to the member an opportunity to make oral representations; and
  - ii Give due consideration to any written representations submitted to the Committee by that member at or before the meeting; and
  - iii By resolution decide whether to confirm or to revoke the resolution of the Committee.
- (d) If the Committee confirms a resolution the discipline or expel a member, the Secretary must, within seven days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal.
- (e) Right of appeal of a disciplined member:
  - i A disciplined member may appeal a resolution made under Section (12)(b) above, by following the procedure outlined in Section 50 of the Act; and
  - ii The Committee shall follow the procedure outlined in Section 50 of the Act when responding to an appeal made by a disciplined member.

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## **VII. COMMITTEE**

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### **(1) Powers of the Committee.**

- (a) The Committee, subject to the Act, the Regulation, this Constitution and to any resolution passed by the Club in general meeting:

- i Controls and manages the affairs of the Club;
- ii May exercise all functions that may be exercised by the Club other than those functions that are required by these rules to be exercised by the Club in general meeting; and
- iii Has the power to perform all acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.

## **(2) Constitution and membership of the Committee.**

- (a) The Committee consists of:
  - i The elected Office-Bearers of the Club; and
  - ii A minimum of three Ordinary Committee Members, each of whom must be elected or appointed in accordance with Section (5) of this Part.
- (b) The elected Office-Bearers of the Club are:
  - i The President;
  - ii The Vice-President;
  - iii The Treasurer; and
  - iv The Secretary.
- (c) The Ordinary Committee Members must include:
  - i The Membership Secretary (elected by the Members);
  - ii The BMW Clubs Australia representative (appointed by the Committee); and
  - iii The Public Officer (appointed by the Committee).
- (d) The Ordinary Committee Members may include:
  - i The Editor;
  - ii The Ride Coordinator;
  - iii The Social Secretary;
  - iv The Web Master;
  - v The Merchandise Officer;
  - vi The Librarian; and
  - vii Any other position that the Committee deems from time to time to be necessary for the management of the Club's affairs.
- (e) Each member of the Committee holds office, subject to this Constitution, until the conclusion of the Annual General Meeting following the date of the member's election or appointment, but is eligible for re-election or re-appointment.
- (f) If there is a vacancy in the membership of the Committee, the Committee may appoint a member of the Club to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next Annual General Meeting after the date of the appointment.

## **(3) Roles and responsibilities of Office-Bearers.**

- (a) The Committee shall responsibly manage the business of the Club in accordance with this Constitution.
- (b) The **President** shall be the spokesperson for the Club and will undertake the following specific duties:

- i Chair meetings of the Committee and of the Club;
  - ii Liaise with other organisations, clubs and associations that are involved with the motor cycling community;
  - iii Authorise payments made from the Club's bank accounts; and
  - iv Prepare and sign correspondence on Club matters.
- (c) The **Vice-President** shall assist and deputise for the President as required.
- (d) The **Treasurer** must:
- i Collect and receive all amounts owing to the Club and make all payments authorised by the Club;
  - ii Keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club;
  - iii Provide financial reports as required and make available a completed (but not yet audited) set of financial statements for the previous year at the Annual General Meeting for noting by members; and
  - iv Make available a set of audited financial statements to the Club in time for them to be approved at a General Meeting within three months of the Annual General Meeting.
- (e) The **Secretary** of the Club must, as soon as practicable after being elected as secretary, notify the Club of his or her address and of the names and contact details of all other Committee members;
- (f) The **Secretary** must keep minutes of:
- i All elections and appointments of office-bearers and ordinary Committee members; and
  - ii The names of members of the Committee present at a Committee meeting or a general meeting; and
  - iii All proceedings at Committee meetings and general meetings.
- (g) The **Secretary** shall be the custodian for all current year records, books and other documents of the Club as well as the Club Seal.
- (h) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

#### **(4) Roles and responsibilities of Ordinary Committee Members.**

- (a) The **Membership Secretary** is responsible for:
- i Maintenance and administration of the Register of Members in electronic and hard copy formats; and
  - ii Receipt of membership forms and fees from new and renewing members;
- (b) The **BMW Clubs Australia representative** will, on behalf of the President, represent the Club at meetings of BMW Clubs Australia;
- (c) The **Public Officer** shall be responsible for all Club matters of a legal nature. Further, the Public Officer must:
- i Be of good character, be over 18 years of age and have no recorded criminal conviction for which a jail term of three months or more has been served.
  - ii Liaise with the ACT Office of the Registrar-General; and
  - iii Ensure that all appropriate documentation and associated fees are lodged with the ACT Office of the Registrar-General by the required dates.



- (d) The **Editor** shall co-ordinate material for publication of the Club Newsletter on a regular basis;
- (e) The **Ride Coordinator** shall be responsible for arranging regular rides and coordinating any other ride and rally information;
- (f) The **Social Secretary** shall be responsible for arranging appropriate social gatherings which are other than day rides;
- (g) The **Web Master** shall be responsible for the maintenance of the Club's website and other matters relating to electronic communication;
- (h) The **Merchandise Officer** shall be responsible for the coordination of the purchasing and sales of approved Club merchandise and maintenance of an inventory of merchandise holdings;
- (i) The **Librarian** shall be responsible for maintenance of the Club's library of digital and print media.

#### **(5) Election of Committee members.**

- (a) To be eligible for Committee membership a member must have been a financial member for at least six months prior to the Annual General Meeting at which the election occurs.
- (b) Nominations of candidates for election as Office-Bearers of the Club or as Ordinary Committee Members (except for the BMW Clubs Representative and the Public Officer, who are both appointed by the Committee);
  - i Must be made in writing, signed by two members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the nomination form);
  - ii Must be given to the Secretary before the date fixed for the Annual General Meeting at which the election is to take place; or
  - iii May be made orally at the Annual General Meeting and confirmed by completion and signing of the nomination form by the two nominating members and the candidate.
- (c) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected or appointed as appropriate to each vacancy.
- (d) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held for each position where there is more than one nomination.
  - i The ballot for the election of office-bearers and Ordinary Committee members must be conducted at the Annual General Meeting in the way the Committee may direct.
  - ii A person is not eligible to simultaneously hold more than one elected position on the Committee.
- (e) A Committee member shall hold office until:
  - i The next Annual General Meeting; or
  - ii His or her position is declared vacant under the provisions of Section (6) of this Part; or
  - iii He or she has been removed from office by a resolution of the Committee under Section (7) of this Part.

#### **(6) Committee Vacancies.**

- (a) For the purposes of these rules, a vacancy on the Committee occurs if the Committee member:
  - i Dies;
  - ii Ceases to be a member of the Club;

- iii Resigns the office;
- iv Is removed from office pursuant to Part VI, Sections (7) and (13) of this Constitution;
- v Becomes an insolvent under administration within the meaning of the Corporations Law;
- vi Suffers from mental or physical incapacity that prevents them from fulfilling their role on the Committee;
- vii Is disqualified from office under subsection 63 (1) of the Act; or
- viii Is absent without the consent of the Committee from all meetings of the committee held during a period of six months.

**(7) Removal of Committee members.**

- (a) The Club in General Meeting may by resolution, subject to Section 50 of the Act remove any member of the Committee from the office of member of the Committee before the end of the member's term of office.

**(8) Committee meetings and quorums.**

- (a) The Committee must meet at least three times in each calendar year at such place and time that the Committee may decide.
- (b) Additional meetings of the Committee may be called by any member of the Committee.
- (c) Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting given under subsection (8)(c) of this Part, must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Committee members present at the meeting unanimously agree to treat as urgent business.
- (e) Any three members of the Committee, of whom two must be Office-Bearers, constitute a quorum for the transaction of the business of a meeting of the Committee.
- (f) No business may be transacted by the Committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to a later date.
- (g) At meetings of the Committee:
  - i The President or, in the absence of the President, the Vice-President presides; or
  - ii If the President and the Vice-President are absent one of the remaining Office-Bearers of the Committee may be chosen by the Committee members present to preside.
  - iii Members are encouraged to attend Committee meetings as observers and may be invited from time to time to contribute to Committee deliberations.

**(9) Delegation by the Committee to a sub-committee.**

- (a) The Committee may, in writing, delegate to one or more sub-committees (consisting of the member or members of the Club that the Committee considers appropriate) the exercise of the functions of the Committee that are specified in the instrument, other than:
  - i This power of delegation; and
  - ii A function that is a function imposed on the Committee by the Act, by any other Territory law, or by resolution of the Club in General Meeting.

- (b) The sub-committee in accordance with the terms of the delegation may while the delegation remains unrevoked, exercise a function, the exercise of which has been delegated to a sub-committee under this Section from time to time.
- (c) A delegation under this Section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, which may be specified in the instrument of delegation.
- (d) Despite any delegation under this Section, the Committee may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Section has the same force and effect as it would have if it had been done or suffered by the Committee.
- (f) The Committee may, in writing, revoke wholly or in part any delegation under this Section.
- (g) A subcommittee may meet and adjourn, as it considers appropriate.

#### **(10) Voting and decisions.**

- (a) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are decided by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- (b) Each Committee member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.
- (c) Subject to Section (8)(e) of this Part, the Committee may act despite any vacancy on the Committee.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a subcommittee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.
- (e) Members in attendance at a Committee meeting who are not Committee Members do not have voting rights at a Committee meeting.

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### **VIII. MEETINGS**

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#### **(1) Procedure and Quorums.**

- (a) No item of business may be transacted at an Annual General Meeting or a General Meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (b) Twenty members present in person (who are entitled under these rules to vote at an Annual General Meeting or a General Meeting) or 15% of the total members (whichever is the smaller number) constitute a quorum for the transaction of the business of an Annual General Meeting or a General Meeting.

- (c) If within thirty minutes after the appointed time for the start of an Annual General Meeting or a General Meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting a quorum is not present within thirty minutes after the time appointed for the start of the meeting, the members present (being not less than ten) constitute a quorum.

## **(2) Making decisions at a meeting.**

- (a) A question arising at an Annual General Meeting or a General Meeting is to be decided on a show of hands unless:
  - i A secret ballot is demanded by a member; or
  - ii The matter being voted on is the election of a Committee Member.
- (b) A declaration by the person presiding at a meeting that a resolution has, on a show of hands, been:
  - i Carried; or
  - ii Carried unanimously; or
  - iii Carried by a particular majority; or
  - iv 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 that resolution.
- (c) At an Annual General Meeting or a General Meeting, a secret ballot may be demanded by the person presiding or by not less than three members present in person or by proxy at the meeting.
- (d) If a secret ballot is demanded at an Annual General Meeting or a General Meeting, a secret ballot poll must be taken:
  - i Immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - ii In any other case, in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the secret ballot on the matter is taken to be the resolution of the meeting on that matter.
- (e) The Public Officer will normally be the polling officer for all decisions that require a secret ballot. However, if the Public Officer is absent, this role will be fulfilled by the Secretary.

## **(3) Voting at a meeting.**

- (a) Subject to Section (4) of this Part, on any question arising at a General Meeting of the Club a member has one vote only.
- (b) All votes must be given personally or by proxy.
- (c) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- (d) A member or proxy is not entitled to vote at any Annual General Meeting unless all money due and payable by the member or proxy to the Club has been paid.

- (e) A member or proxy is not entitled to vote at any General Meeting unless all money due and payable by the member or proxy to the Club has been paid, subject to any period of grace provided for in this Constitution.

**(4) Appointment of Proxies.**

- (a) Each member is entitled to appoint another member as proxy by notice given to the Secretary before the time of the meeting for which the proxy is appointed.
- (b) The notice appointing the proxy must be in the written form approved by the Committee.

**(5) Annual General Meetings.**

- (a) Holding of Annual General Meetings:
  - i With the exception of the first Annual General Meeting of the Club, the Club must, at least once in each calendar year and within five months after the end of each financial year of the Club, call an Annual General Meeting of its members.
- (b) The Club must hold its first Annual General Meeting:
  - i Within eighteen months after its incorporation under the Act; and
  - ii Within five months after the end of the first financial year of the Club.
- (c) Subsections (5)(a) and (5)(b) of this Section have effect subject to the powers of the Registrar-General under Section 120 of the Act in relation to extensions of time.
- (d) Calling of and business at Annual General Meetings:
  - i The Annual General Meeting of the Club must, subject to the Act, be called on the date and at the place and time that the Committee considers appropriate.
  - ii In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to:
    - (a) Confirm the minutes of the last Annual General Meeting;
    - (b) Receive from the Committee reports on the activities of the Club during the last financial year;
    - (c) Elect members of the Committee, including Office-Bearers; and
    - (d) Receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, Section 73 (1).
  - iii An Annual General Meeting must be specified as such in the notice calling it in accordance with Section (7) of this Part.
  - iv An Annual General Meeting must be conducted in accordance with the provisions of this Part.

**(6) General Meetings.**

- (a) Calling of and business at a General Meeting:
  - i General Meetings of the Club may be called on the date and at the place and time that the Committee considers appropriate. The normal practice should be to hold at least ten meetings per year.
  - ii In addition to any other business that may be transacted at a General Meeting, the business of a General Meeting is to:
    - (a) Confirm the minutes of the last General Meeting;

- (b) Receive from the Committee reports on the activities of the Club during the last month or previous months; and
- (c) Discuss any other business raised by members.
- iii A General Meeting must be specified as such in the notice calling it in accordance with Section (7) of this Part.
- iv A General Meeting must be conducted in accordance with the provisions of this Part.

**(7) Notice.**

- (a) Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Club, the Secretary must, at least fourteen days before the date fixed for the holding of the General Meeting, place in the Club Newsletter a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Club, the Secretary must, at least twenty-one days before the date fixed for the holding of the general meeting, place in the Club Newsletter a notice specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice calling a General Meeting may be transacted at the meeting.
- (d) A member desiring to bring any business before a General Meeting may give written notice of that business to the President prior to the meeting or may raise the business under the general business component of the General Meeting.

**(8) Presiding Member.**

- (a) The President, or in the absence of the President, the Vice-President, presides at each Annual General Meeting or General Meeting of the Club.
- (b) If the President and the Vice-President are absent from an Annual General Meeting or a General Meeting, the members present must elect one of their number to preside at the meeting.

**(9) Adjournment of General Meetings.**

- (a) The person presiding at a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) If a General Meeting is adjourned for fourteen days or more, the Secretary must give written, electronic and/or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in subsections (a) and (b) of this Section, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

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**IX. CLUB FUNDS**

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**(1) Source and use of Club funds.**

- (a) The funds of the Club must be derived from joining fees and annual subscriptions of members, donations and, subject to any resolution passed by the Club in General Meeting and subject to Section 114 of the Act, any other sources that the Committee decides.
- (b) The income and property of the Club, however derived, shall be applied solely towards the promotion of the objectives and purposes of the Club and no portion thereof shall be paid or transferred, directly or indirectly, in money, property or otherwise to any member of the Club.

## **(2) Management of Club funds.**

- (a) The Club shall maintain an account or accounts (hereinafter referred to as the Account(s)) with a Bank or other financial institution approved by the Committee;
- (b) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt;
- (c) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank accounts by the Treasurer or another Office-Bearer;
- (d) All payments from Club funds shall be by cheque or bank transfer, actioned by the Treasurer and approved on behalf of the Committee by the President or, in the absence of the President, by the Vice-President or, in the absence of both the President and the Vice-President, by the Secretary;
- (e) The details of and approval for all payments must be recorded using the Club's Authority to Pay form; and
- (f) Nothing in the foregoing prevents the payment in good faith to a member of the Club for:
  - i Remuneration in return for services actually rendered to the Club or for goods supplied to the Club by a member in the ordinary course of business;
  - ii A reasonable and proper sum by way of rent for premises let to the Club by a member or a member of the Committee; or
  - iii Any out-of-pocket expenses incurred by a member in relation to Club activities..
- (g) A copy of the Club's audited financial statements must be approved at a special General Meeting held within three months of the Annual General Meeting; and
- (h) The Club's financial statements must be audited in a manner consistent with the Act and lodged with the ACT Registrar-General within six months of the Annual General Meeting.

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## **X. COMMON SEAL**

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- 1) The Seal of the Club shall be in the form of a rubber stamp inscribed with the name of the Club encircling the word "Seal".
- 2) The Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing thereof shall be attested by the signatures of two of the Committee Office-Bearers, and that attestation is sufficient for all purposes that the seal was affixed by authority of that Committee.
- 3) The Seal shall remain in the custody of the Secretary.

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## **XI. CLUB RECORDS**

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### **(1) Custody of Club records.**

- (a) Subject to the Act, the Regulations and this Constitution, the Secretary shall keep in his or her custody, or under his or her control, all records, books, and other documents relating to the Club for the current year.

### **(2) Custody and protection of the Club Register of Members.**

- (a) Subject to the Act, the Regulations and this Constitution, the Membership Secretary shall keep in his or her custody, the Club Register of Members; and
- (b) An up to date back-up electronic copy of the Club Register of Members must be kept by the Secretary.

### **(3) Inspection of the Club records.**

- (a) The Register of Members, records, books and other documents of the Club shall be open to inspection at a place in the Territory, free of charge, by a member of the Club at any reasonable hour.

### **(4) Maintenance of the Club Archive.**

- (a) The Club shall maintain an archive of historical Club materials;
- (b) These materials shall be stored according to decisions made from time to time by the Committee; and
- (c) These archive materials will be made available to Club members and other interested parties after consideration of a request to the Committee.

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## **XII. AMENDMENTS TO THE CONSTITUTION.**

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- 1) At least twenty-one days notice of any proposed amendments to this Constitution shall be given to all members.
- 2) An amendment to this Constitution shall have no effect without compliance with the requirements of Section 33 of the Act.

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## **XIII. SERVICE OF NOTICE**

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- 1) For this Constitution, a notice may be served by or on behalf of the Club on any member either personally or by email to the address listed in the Membership Record or by sending it by post to the member at the member's address shown in the Register of Members.
- 2) If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is taken to have been served on the person at the time when the letter would have been delivered in the ordinary course of post.



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#### **XIV. DISSOLUTION**

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- 1) The Club shall be dissolved if a special resolution to this effect is carried by at least a 75% majority of a quorum of members present at a special General Meeting called for this purpose.
  - 2) In the event of the dissolution of the Club, any surplus assets will be dealt with according to Part 7 of the Act.
  - 3) The assets of the Club shall not be distributed amongst the members in the event of dissolution of the Club or under any other circumstances.
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#### **XV. PRIVACY**

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The Club shall adhere to the National Privacy Principles set out in Commonwealth Privacy Act 1998 (as amended by the Commonwealth Privacy Amendment Private Sector Act 2000), or as amended.