



AUSTRALIAN NATIONAL UNIVERSITY WATER POLO & SWIMMING CLUB INC.

CONSTITUTION

Adopted *July 23, 2021*

Updated *April 3, 2022*

ANU Swimming & Water Polo Club Inc. acknowledges the Ngunnawal and Ngambri people who are the traditional custodians of this land upon which the club engages in sport, learning and socialising. We wish to pay respect to the Elders of the Ngunnawal and Ngambri Nations, past, present, and emerging and extend our respect to all First Nations peoples. Sovereignty was never ceded, this land is Aboriginal land, always was and always will be.

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PART I – PRELIMINARY

1 DEFINITIONS

1.1 In this Constitution, unless a contrary intention appears:

“**Act**” means the *Associations Incorporation Act 1991 (ACT)*;

“**Annual General Meeting**” or “**AGM**” means the general meeting of members of the Club held once each year as required by section 20;

“**ANU**” means the Australian National University;

“**Association**” means the ANU Sport and Recreation Association Incorporated;

“**Board**” means the board of management of the Club;

“**Club**” means the Australian National University Swimming & Water Polo Club Incorporated (ANUSWPCI);

“**Executive**” means the members of the Board who hold office-bearer positions of the Club as detailed in clause 28.2;

“**financial year**” means the year starting on 1 March and ending on the last day in February in the next calendar year;

“**First Year Representative**” means a person enrolled in their first year of undergraduate study at ANU who holds office under this Constitution as the First Year Representative of the Club in accordance with section 30 and subclause 20.2(c);

“**Full Member**” means a member of the Club who is not younger than 18 years of age at the later of the date on which they become a member and the date on which their membership is renewed and is not a University Member;

“**General Meeting**” means a general meeting of members of the Club;

“**Junior Member**” means a member of the Club who is not enrolled to study at the University and is younger than 18 years of age at the later of the date on which they become a member and the date on which their membership is renewed;

“**Life Member**” means a member of the Club whose membership is conferred under section 14 and clause 40.3;

“**Member**” means member of the Club as defined under Part III;

“**Objectives**” means the objectives of the Club set out in clause 2;

“**Ordinary Board Member**” means a member of the Board who is not an office-bearer of the Club referred to in subclause 28.1(b) and is not a First Year Representative;

“**President**” means the person holding office under this Constitution as President;

“Public Officer” is a member of the Club, who has been nominated or affirmed at the Annual General Meeting to hold the position of the Public Officer of the Club in accordance with section 37;

“Register” means the register of members kept by the Club;

“Regulations” means the Associations Incorporation Regulations;

“Secretary” means the person holding office under this Constitution as Secretary of the Club;

“Special General Meeting” or **“SGM”** means the general meeting of members of the Club that is not an Annual General Meeting;

“special resolution” is a resolution of members that is taken to be a special resolution for the purpose of the Act;

“Treasurer” means the person holding office under this Constitution as Treasurer;

“University” means the Australian National University;

“University Member” means a member of the Club who is either enrolled to study at the University at the later of the date on which they become a member and the date on which their membership is renewed or is employed by the University at that date.

“Vice-President” means the person holding office under this Constitution as Vice-President.

2 INTERPRETATION

2.1 In this constitution:

- a) (presence of a Member) a reference to a Member present at a General Meeting means the Member present in person;
- b) (document) a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- c) (gender) words importing any gender include all other genders;
- d) (person) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- e) (successors) a reference to an organisation includes a reference to its successors;
- f) (instruments) a reference to a law includes regulations and instruments made under it;
- g) (amendments to legislation) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or Territory or the Commonwealth or otherwise;
- h) (include) the words include, includes, including and for example are not to be interpreted as words of limitation;

- i) (signed) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Territory or Commonwealth law relating to electronic transmissions or in any other manner approved by the Board;
- j) (writing) writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- k) (headings) headings are inserted for convenience and do not affect the interpretation of this Constitution.

3 THE ACT

3.1 In this constitution:

- a)** Unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act; and
- b)** The model rules created under the Act are displaced by this Constitution and accordingly do not apply to the Club.

4 AMENDMENT OF CONSTITUTION

- 4.1 No addition, alteration or amendment shall be made to this Constitution unless the same has been approved by Special Resolution at either the AGM of the Club or an SGM, in accordance with Part IV.

PART II – THE CLUB

5 NAME

- 5.1 The name of the Club is the ‘Australian National University Swimming & Water Polo Club Inc.’ (“ANUSWPCI”).

6 OBJECTIVES

- 6.1 The objectives of the Club shall be to:
 - a) provide opportunities for members of the Club to learn and enjoy water polo and swimming as a social and recreational activities;
 - b) organise/participate in water polo and swimming competitions and to assist in the promotion of such competitions;

- c) provide a fun and social atmosphere to its members, whether or not they be students of the Australian National University
- d) participate in and foster Intervarsity Water Polo and Swimming Championships and provide an opportunity to compete in the Australian University Games;
- e) provide opportunities for members to participate at the elite levels of the sports (State and National representation);
- f) provide opportunities for the ANU community to engage in sport, fitness and recreation experiences, that promote well-being and balanced lifestyles through water polo and swimming;
- g) have regard to the public interest in its operations; and
- h) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

7 POWERS

- 7.1 Solely for furthering the objectives, the Club, in addition to any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act.

8 INCOME AND PROPERTY

- 8.1 The income and property of the Club will be applied only towards the promotion of the objectives of the Club.

9 PAYMENT TO MEMBERS

- 9.1 No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:
 - a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Club; or
 - b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
 - c) of reasonable rent for premises leased by them to the Club.

10 AFFILIATION

- 10.1 ANU Sports and Recreation Association Incorporated;
The Club is an affiliated Club under the Regulations of the Association. Anything in this constitution, any by-law or resolution of this Club or resolution of the Board which is

inconsistent with the said Regulations or any amendment thereto, or special rule there under, shall be void and of no effect in so far as it is inconsistent.

- 10.2 Australian Capital Territory Water Polo Association Inc’;
The Club is an affiliated Club under the Regulations and by-laws of the Australian Capital Territory Water Polo Association Inc’ (Water Polo ACT). Anything in this constitution that is inconsistent with Water Polo ACT Regulations and by-laws, except when a requirement of the ANU Sports and Recreation Association Incorporated, shall be void and of no effect in so far as it is inconsistent.

PART III – MEMBERSHIP

11 CATEGORIES OF MEMBERSHIP

- 11.1 Members of the Club shall fall into the following categories:
- a) University Member;
 - b) Full Member;
 - c) Junior Member; and
 - d) Life Member
- 11.2 All Members are entitled to one vote when called for at General Meetings excluding Junior Members.

12 ADMISSION TO MEMBERSHIP

- 12.1 Subject to clause 13.1, a person shall become a Member of the Club and have their name recorded on the Clubs register of Members, only upon meeting the criteria required for the relevant category or membership as set out in this constitution and/or By-Laws.
- 12.2 A person must register for the appropriate category of membership through the relevant online platform or in writing in which they undertake to:
- a) be bound by this Constitution and the By-Laws of the Club (including By-Laws specific to the relevant category of membership);
 - b) pay the fees and subscriptions determined to apply to the relevant membership category as stipulated in section 19; and
 - c) support the Club in the engagement and promotion of the Objectives.

13 APPLICATION PROCESS

- 13.1 The application process to obtain membership of the Club is as follows;
- a) As soon as practicable after the receipt of a written or online application under clause 12.1, the Secretary shall refer the application to the Board.

- b) Upon an application being referred to the Board, the Board shall, as soon as practicable, determine whether to approve or decline the application.
- c) If the Board approves the application for membership, the Board shall ensure the person is allocated to the appropriate category of membership and the Secretary shall, as soon as practicable, notify the applicant in writing that they are approved. If approved, membership shall commence on entry into the Register in accordance with subclause 13.1(e).
- d) If the Board does not approve an application for membership, the Secretary shall, as soon as practicable, notify the applicant in writing that they are not approved for membership. The Board is not required to give reasons for its decision. The Treasurer shall, as soon as practicable ensure any fee received is returned to the applicant.
- e) If the application for membership is approved, the Secretary shall enter the applicant's name and category of membership in the Register, and upon those details so entered, the applicant becomes a member in that category.

14 LIFE MEMBERSHIP

- 14.1 Life Membership is the highest honour which can be bestowed by the Club for longstanding and valued service to the Club. On the nomination of the Board, any individual may be elected as a Life Member at an AGM or through special resolution at an SGM, subject to clause 12.2.
- 14.2 Nominations for Life Membership shall be in writing to the Secretary and include an outline of the nominee's service to the Club.
- 14.3 The By-Laws will set out:
 - a) The criteria to be met by Life Members, subclause 40.3(i) of this Constitution; and
 - b) The privileges and benefits of Life Membership, subclause 40.3(ii) of this Constitution.
- 14.4 There are no Life Members of the Club at the date of adoption of this Constitution.

15 MEMBERSHIP RENEWAL

- 15.1 To remain a Member, a person (other than Life Members) must:
 - a) renew their membership with the Club in accordance with the procedures applicable from time to time;
 - b) otherwise remain a Member in accordance with the procedures applicable from time to time; and
 - c) pay such fees as may be prescribed by the Club in respect of their membership from time to time.

- 15.2 Renewal of membership is not automatic and an application for renewal of membership may be declined without reason in accordance with clause 13.1.

16 GENERAL

- 16.1 The Club must keep a register of all Members.
- 16.2 No Member whose membership ceases has any claim against the Club or the Board for damages or otherwise arising from cessation or termination of membership.
- 16.3 Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- 16.4 Members must treat all staff, contractors and representatives of the Club and all other Members with respect and courtesy at all times.
- 16.5 Members must not act in a manner unbecoming of a Member or prejudicial to the Objectives and/or interests of the Club.
- 16.6 A Member is entitled to any benefits of membership prescribed to in this Constitution or By-Laws to the category of membership into which the member falls.

17 CESSATION OF MEMBERSHIP

- 17.1 A person ceases to be a Member on:
- a) resignation;
 - b) death;
 - c) the termination of their Membership according to this Constitution or the By-Laws; or
 - d) that Member no longer meeting the requirements for Membership according to this Constitution and/or the By-Laws.
- 17.2 For the purpose of subclause 17.1(a), a Member may resign as a member of the Club by giving 5 working days written notice to the Board. A Junior Member cannot resign without the written approval of their parent or legal guardian.
- 17.3 A Member who ceases to be a Member shall forfeit all right in and claim upon the Club or the Board for damages or otherwise, or claim upon its property including its intellectual property rights.

18 GRIEVANCES AND DISCIPLINE OF MEMBERS

- 18.1 All Members will be subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Club whether under the By-Laws or under this Constitution.
- 18.2 The Board may make By-Laws for the hearing and determination of:
- a) grievances by any Member who feels aggrieved by a decision or action of the Club; and

- b)** disciplinary matters involving Members.
- 18.3 The Board in its sole discretion may refer an allegation (which in the opinion of the Board is not vexatious, trifling or frivolous) by a complainant that a Member has:
- a)** breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any other resolution or determination of the Board or any duly authorised committee; or
 - b)** acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Club; or
 - c)** prejudiced themselves, the Club or brought themselves, the Club into disrepute for investigation or determination either under the procedures set down in the By-Laws or by such other procedure and/or persons as the Board considers appropriate.
- 18.4 During any investigatory or disciplinary proceedings under this section 18, a respondent, may not participate in the Club activities, pending the determination of such proceedings (including any available appeal) unless the Board decides continued participation is appropriate having regard to the matter at hand.

19 FEES AND SUBSCRIPTION

- 19.1 The Board must determine from time to time, the fees and subscriptions of the Club including;
- a)** the amount (if any) payable by an applicant for membership;
 - b)** the amount of the annual membership fee payable by each category of Members;
 - c)** any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - d)** the payment method and due date for payment
- 19.2 Each Member must pay to the Club the amounts determined under this section 19 in accordance with subclause 19.1(d).
- 19.3 In the event of non-payment of fees;
- a)** Subject to subclause 19.3(b) but notwithstanding any other clause of this Constitution, the right of a Member to attend and vote at a General Meeting is suspended while the payment of any subscription or other amount determined under subclause 19.1(a), subclause 19.1(b) or subclause 19.1(c) is in arrears greater than 60 days.
 - b)** The Board may enter an arrangement with a Member for the payment of any amount payable by the Member to the Club.

- c) Subclause 19.3(a) does not suspend the right of a Member to attend and vote at a General Meeting if there is such a payment arrangement in place and the Member has not breached the arrangement.

PART IV – GENERAL MEETINGS

20 ANNUAL GENERAL MEETING

20.1 The Annual General Meeting of the Club is to be held:

- a) according to the Act; and
- b) within thirty (30) days' whenever possible, of the end of financial year and no more than ninety (90) days'.

20.2 The ordinary business of the AGM shall be:

- a) To confirm the minutes of the preceding AGM;
- b) To receive from the President a report on activities of the Club during the preceding year;
- c) To elect the First Year Representative; and
- d) To receive from the Treasurer an audited statement of accounts for the previous financial year.

20.3 Subject to clause 19.3, every Member (excluding Junior Members) present at an Annual General Meeting shall be entitled to one vote each time a vote is called on a motion.

21 SPECIAL GENERAL MEETING

21.1 A Special General Meeting of the Club is to be held:

- a) according to the Act;
- b) during the month of October in each year; and
- c) otherwise as determined by the Board.

21.2 The ordinary business of the of the Special General Meeting held as required by subclause 21.1(b) shall be:

- a) To elect the executive and Ordinary Board Members;
- b) To receive from the Treasurer a half-yearly update regarding the financial position of the Club; and
- c) To receive from the President a half-yearly update regarding the activities of the Club.

21.3 Subject to clause 19.3, every Member (excluding Junior Members) present at a Special General Meeting shall be entitled to one vote each time a vote is called on a motion.

22 POWER TO CONVENE GENERAL MEETING

22.1 The Board may convene a General Meeting when they think fit and must do so if required by the Act.

- 22.2 The Board must convene a General Meeting on the requisition in writing of not less than 10% of the total number of University Members and Full Members.

23 NOTICE OF GENERAL MEETING

- 23.1 The Secretary must, at least fourteen (14) days before the date fixed for the holding of the General Meeting, notify all members in writing which specifies the location, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club.
- 23.2 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 (21) days before the date fixed for the holding of the General Meeting, notify all members which specifies the location of the meeting, date and time of the meeting, the nature of the business proposed to be transacted at the meeting and the intention to propose the resolution as a special resolution.
- 23.3 No business other than that specified in the notice calling a General Meeting may be transacted at the meeting except for;
- a) an Annual General Meeting, business that may be transacted under clause 20.2; or
 - b) the SGM as required by subclause 21.1(b), business that may be transacted under clause 21.2.
- 23.4 A member desiring to bring any business before a General Meeting may give written notice of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

24 CANCELLATION OR POSTPONEMENT OF GENERAL MEETING

- 24.1 Where a General Meeting (including an AGM or SGM) is convened by the Board they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine.
- 24.2 Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to each:
- a) Member entitled to attend the General Meeting; and
 - b) Other person entitled to notice of a General Meeting under this Constitution of the Act
- 24.3 The notice of postponement or cancellation of a General Meeting must be given no less than seven (7) days' prior.

25 QUORUM

- 25.1 The quorum for General Meetings held by the Club is the greater of:
- a) 10% of Clubs membership as at the day of the meeting; or
 - b) 3 members present at the meeting in person or as prescribed by clause 39.3.
- 25.2 If within 30 minutes after the appointed time for the start of a general meeting (including AGM's and SGM's) 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) at the same place.
- 25.3 If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 2) constitute a quorum.

26 CONDUCT OF GENERAL MEETINGS

- 26.1 The President, or in the absence of the President, the Vice-President, presides at each general meeting of the Club. If the President and the Vice-President are absent from a general meeting, the members present must elect 1 of their number to preside at the meeting.
- 26.2 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.
- 26.3 If a general meeting is adjourned for 14 days or more, the secretary must give written 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.
- 26.4 Except as provided in clause 26.3 and clause 26.4, 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.

27 DECISION MAKING

- 27.1 A question arising at a general meeting of the Club is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried 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 that resolution.
- 27.2 At a general meeting of the Club, a poll may be demanded by the person presiding or by not less than 3 members present in person at the meeting.

- 27.3 If a poll is demanded at a general meeting, the poll must be taken:
- a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - b) 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 poll on the matter is taken to be the resolution of the meeting on that matter.
- 27.4 Proxy voting is not permitted at Annual General Meetings, Special General Meetings, or other General Meetings of the Club. A member may attend via a telecommunication in the circumstances set out in clause 39.3.

PART V – THE BOARD

28 COMPOSITION OF THE BOARD

- 28.1 The Board consist of:
- a) the office-bearers of the Club;
 - b) 3 Ordinary Board Members;
each of whom must be elected under section 30 or appointed in accordance with section 30; and
 - c) the First Year Representative;
whom must be elected at the AGM of the Club.
- 28.2 The office-bearers which constitute the executive of the Club are;
- a) the President;
 - b) the Vice-President;
 - c) the Treasurer; and
 - d) the Secretary

29 NOMINATION FOR BOARD

- 29.1 The Club must call for nominations for the Board at least fourteen (14) days' prior to the General Meeting at which the election is to be held.
- 29.2 Nominations of candidates for election as office-bearers of the Club, the First Year Representative or as Ordinary Board Members;
- a) are to be made in writing or in person to the Secretary of the Club;
 - b) when possible are to be given at least one (1) day prior to scheduled start time of the General Meeting at which the elections are being held; and

- c) may be given when called for by the person presiding over the general meeting at which the election is being held.

30 ELECTION OF BOARD

- 30.1 If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held. The ballot for the election of office-bearers and Ordinary Board Members must be conducted at the Special General Meeting in the way the Board may direct.
- 30.2 If voting is equal for two or more candidates a further ballot will be held. If voting is still equal after the further ballot the election will be declared null and void and the positions will be declared casual vacancies
- 30.3 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected. Any remaining vacant positions will be taken as casual vacancies.
- 30.4 If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- 30.5 The Board should strive to achieve gender equity. The Board must endeavour to maintain at least 37.5% male and female representation when possible, resulting in at least three (3) males and three (3) females out of the 8 available Board positions.

31 TERM OF APPOINTMENT

- 31.1 Each member of the Board (including the First Year Representative) holds office, subject to these rules, until the conclusion of the next Special General Meeting held in accordance with subclause 21.1(b) following the date of the member's election but is eligible for re-election.
- 31.2 The hand-over date from the previous Board to the newly elected Board shall be no more than three (3) days' following the elections at the SGM as required to be held by subclause 21.1(b).

32 CASUAL VACANCIES

- 32.1 Casual vacancies with-in the executive may be filled by a current Board member, following a unanimous vote by the Board until such time that a vote is held to fill the casual vacancy/s.
- 32.2 Casual vacancies of an Ordinary Board Member/s shall be left vacant until such time that a vote is held to fill the casual vacancy/s.
- 32.4 Casual vacancies will be filled by vote at a general meeting of the Club. Subject to clause 19.3, every Member (excluding Junior Members) present at the meeting shall be entitled to one vote each time a vote is called on a matter.

33 GROUNDS FOR TERMINATION

- 33.1 For these rules, a vacancy in the office of a member of the board happens if the member:

- a) dies; or
- b) ceases to be a member of the Club; or
- c) resigns office; or
- d) is removed from office under clause 33.2; or
- e) suffers from mental or physical incapacity; or
- f) is disqualified from office under the Act, section 63 or section 63B; or
- g) is subject to a disqualification order under the Act, section 63A; or
- h) after reasonable consideration by the Board is determined by the Board to have:
 - i) acted in a manner unbecoming or prejudicial to the Objectives and/or interests of the Club; or
 - ii) brought themselves or the Club into disrepute;
 - provided the board member is first given the opportunity to make written or oral submissions to the Board before a determination is made

33.2 The Club in general meeting may by resolution, subject to the Act, section 50, remove any member of the committee from the office of member of the committee before the end of the member's term of office.

34 POWERS AND DUTIES OF THE BOARD

34.1 The Board, subject to the Act, the regulation, these rules, and to any resolution passed by the Club in general meeting:

- a) controls and manages the affairs of the Club; and
- b) 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
- c) has 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.

35 BOARD MEETINGS AND QUORUM

35.1 The Board must meet at least 3 times in each calendar year at the place and time that the Board may decide.

35.2 Additional meetings of the Board may be called by any member of the Board.

35.3 Oral or written notice of a meeting of the Board must be given by the Secretary and/or President to each member of the Board at least 48 hours (or any other period that may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.

35.4 Notice of a meeting given under subclause 35.3 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 Board members present at the meeting unanimously agree to be transacted.

- 35.5 Any 3 members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 35.6 No business may be transacted by the Board 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 stands adjourned to the same place and at the same hour of the same day in the following week or dissolved.
- 35.7 At meetings of the Board:
- a) The President or, in the absence of the President, the Vice-President presides; or
 - b) If the President and Vice-President are absent, one (1) of the remaining members of the Board may be chosen by members present to preside.

36 BOARD MEMBERS INTERESTS

- 36.1 A member of the Board shall declare to the Board their interest in any matter in which any material personal interest or related party transaction arises as defined by the *Corporations Act 2001 (Cth)*, and that Director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter.
- 36.2 In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Board or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- 36.3 The Board shall maintain a register of declared interests.

37 PUBLIC OFFICER

- 37.1 There must be a Public Officer who will be appointed by the Board under the Act.
- 37.2 In addition to the manner in which the office of Public Officer becomes vacant under the Act, the Board may suspend or remove the Public Officer from that office.
- 37.3 The Public Officer holds office on the terms and conditions and with the powers, duties and authorities, determined by the Act and the Board.
- 37.4 Unless otherwise decided by the Board, the Secretary will also be the Public Officer.

38 SUBCOMMITTEES

- 38.1 The Board may, in writing, delegate to 1 or more subcommittees (consisting of the member or members of the Club that the Board considers appropriate) the exercise of the functions of the Board that are specified in the instrument, other than
- a) this power of delegation; and
 - b) a function that is a function imposed on the Board by the Act, by any other Territory law, or by resolution of the Club in general meeting.
- 38.2 A function, the exercise of which has been delegated to a subcommittee under this section may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- 38.3 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, that may be specified in the instrument of delegation.
- 38.4 Despite any delegation under this section, the Board may continue to exercise any function delegated.
- 38.5 Any act or thing done or suffered by a subcommittee 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 Board.
- 38.6 The Board may, in writing, revoke wholly or in part any delegation under this section.
- 38.7 A subcommittee may meet and adjourn as it considers appropriate.

PART VI – MISCELLANEOUS

39 TELECOMMUNICATION MEETINGS

- 39.1 A general meeting (including AGM's and SGM's) may be held by means of telecommunication meeting, provided that:
- a) The meeting is convened and held in accordance with the Act.
 - b) All provisions of this Constitution relating to a meeting apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of clause 39.2.
- 39.2 The following provisions apply to a telecommunication meeting of the Club:

- a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- d) a person may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the President;
- e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that person has previously notified the President of leaving the meeting; and
- f) a minute of proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the President.

39.3 A member of the Club who is unable to present in a meeting of the Club in person, may join the meeting via a telecommunication platform following approval by the executive of the Club and will be given the same powers as stipulated by this constitution of a member who is present in person at the meeting.

40 BY-LAWS

40.1 The Board may from time to time make By-Laws which in the Board's opinion are necessary or desirable for the control, administration and management of the Club and may amend, repeal and replace those By-Laws. The interpretation of the By-Laws is solely the province of the Board.

40.2 A By-Law:

- a) is subject to this Constitution;
- b)** must be consistent with this Constitution; and
- c)** when in force, is binding on all Members and has the same effect as a provision in this Constitution.

40.3 Life Membership By-Laws:

- i) A nominee for Life Membership must meet one of the following criteria to be eligible for Life Membership:
 - a) 4 years exceptional and outstanding service and contribution to the Club; or
 - b) 6 years exemplary service and contribution to the Club; or
 - c) 10 years contribution and service to the Club.
- ii) The privileges and benefits of Life Membership are as follows:
 - a) A Life Member is excused from paying the amount set for membership described in clause 19.1;
 - b) A Life Member is considered as a paid up member of the Club, subject to the rules outlined in this constitution; and
 - c) When present at an Annual General Meeting or Special General Meeting a Life Member is entitled to one vote each time a vote is called on a matter.
- iii) A nomination for Life Membership must be unanimously supported by all Members (excluding Junior Members) present at the AGM or SGM at which the nomination is considered.

41 KEEPING AND INSPECTION OF RECORDS

- 41.1 The Board will ensure the Club's records to be kept for a period of seven years from their creation.
- 41.2 Subject to the Act, the regulation and these rules, the Secretary and/or President must keep in his or her custody or under his or her control all records, books, and other documents relating to the Club.
- 41.3 Subject to privacy and confidentiality obligations Members shall have the right to inspect documents of the Club as permitted by the Act.
- 41.4 The Board may impose conditions on a Member's inspection of the Club documents under this clause or may refuse such inspection where the Board reasonably considers that the Member is not seeking and/or undertaking the inspection in good faith and/or for a proper purpose.
- 41.5 The records, books and other documents of the Club must be open to inspection at a place in the ACT, free of charge, by a member of the Club at any reasonable hour and no later than fourteen (14) days' following the request.

42 FUNDS & ACCOUNTS

- 42.1 The Board will ensure proper accounting and other records of the Club be kept and will distribute copies of financial statements as required by the Act.

- 42.2 The funds of the Club must be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Club in general meeting and subject to the Act, section 114, any other sources that the Board decides.
- 42.3 All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank account.
- 42.4 The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 42.5 All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board determines from time to time.
- 42.6 The accounting records of the Club must be either reviewed or audited as required by the Act.

43 INDEMNITY

- 43.1 Every person who is or has been a member of the Clubs Board is entitled to be indemnified out of the property of Club against:
- a) every liability incurred by the person in that capacity in good faith (except a liability for legal costs); and
 - b) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity, unless:
 - i) the Club is forbidden by statute to indemnify the person against the liability or legal costs; or
 - ii) an indemnity by the Club of the person against the liability or legal costs would, if given, be made void by statute.

44 COMMON SEAL

- 44.1 The common seal of the association must be kept in the custody of the Secretary or President unless otherwise decided by the Board.
- 44.2 The common seal must not be affixed to any instrument except by the authority of the Board and the attaching of the common seal must be attested by the signatures of 2 members of the Board, one of which must be an office-bearer of the Club.

45 WINDING UP

- 45.1 The Club may only be wound up by Special Resolution and/or otherwise in accordance with the Act.
- 45.2 Each Member who is 18 years of age or older at the date on which a resolution is passed to wind up the Club must contribute to the Club's property if the Club is wound up while they are a Member or within one year after their membership ceases.
- 45.3 The contribution as stated under clause 45.2 is not to exceed \$5.00. and will only be used for:

- a) payment of the Club's debts and liabilities contracted before their membership ceased; and
- b) the costs of winding up.

45.4 No other Member must contribute to the Club's property if the Club is wound up.