



# MELBOURNE WALKING CLUB INCORPORATED

Registered No. A657 P

FOUNDED 1894

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# CONSTITUTION

Adopted October 1982

Revised September 2005, October 2013, December 2015, November 2018



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21.3.4 if the Club Executive determines it is appropriate in the circumstances, by email to the email address of the Club or the Secretary.

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**NOTES AND AMENDMENTS:**

# **MELBOURNE WALKING CLUB INCORPORATED**

## **CONSTITUTION**

- (a) a member and another member; or
  - (b) a member and the Club.
- 19.2 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- 19.3 A member may appoint any person to act for that member in the grievance procedure.
- 19.4 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within (14) days after the dispute comes to the attention of all the parties.
- 19.5 If the parties to the dispute are unable to resolve the dispute between themselves within the time required by Clause 19.4 or if a party fails to attend that meeting, the parties must within thirty (30) days:
- 19.5.1 notify the Club Executive of the dispute; and
  - 19.5.2 agree to or request the appointment of a mediator; and
  - 19.5.3 attempt in good faith to settle the dispute by mediation.
- 19.6 The mediator must be:
- 19.6.1 a person chosen by agreement between the parties; or
  - 19.6.2 in the absence of agreement
    - (a) in the case of a dispute between a member and another member, a member appointed by the Club Executive, or
    - (b) in the case of a dispute between a member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 19.7 A mediator appointed by the Club Executive may be a member or former member of the Club but in any case must not be a person who:
- 19.7.1 has a personal interest in the dispute; or
  - 19.7.2 is biased in favour of or against any party.
- 19.8 In conducting the mediation, the mediator must:
- 19.8.1 give the parties to the mediation process every opportunity to be heard, and
  - 19.8.2 allow due consideration by all parties of any written statement submitted by any party, and
  - 19.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the dispute, and
  - 19.8.4 not determine the dispute.
- 19.9 If the mediation process does not result in a resolution of the dispute, the parties may seek to resolve the dispute in accordance with the Act, or otherwise at law.

### **20. REGISTERED ADDRESS**

- 20.1 The registered address of the Association is:
- 20.1.1 The address determined from time to time by resolution of the Club Executive; or
  - 20.1.2 If the Club Executive has not determined an address to be the registered address, the postal address of the Secretary.

### **21. NOTICE REQUIREMENTS**

- 21.1 Any notice required to be given to a member of the Club or of the Club Executive under this Constitution may be given:
- 21.1.1 by handing the notice to the member personally; or
  - 21.1.2 by sending it by post to the member at the address recorded for the member on the Membership Register; or
  - 21.1.3 by email.
- 21.2 Clause 21.1 does not apply to notice given under Clause 11.7.
- 21.3 Any notice required to be given to the Club or the Club Executive may be given:
- 21.3.1 by handing the notice to a member of the Club Executive; or
  - 21.3.2 by sending the notice by post to the registered address; or
  - 21.3.3 by leaving the notice at the registered address; or

### **1. NAME and BADGE**

- 1.1 **Name:** The "MELBOURNE WALKING CLUB INCORPORATED", hereinafter referred to as "the Club."
- 1.2 **Badge:** The Club Badge consists of a gold-coloured Triskelion contained in an annular surround as appears on the front of this Constitution.
  - 1.2.1 The Triskelion symbol shows three human legs in armour, flexed at the knees and joined at the thighs;
  - 1.2.2 The annular surround has gold-coloured borders;
  - 1.2.3 Within the annular surround the words "MELBOURNE WALKING CLUB INC." are printed in gold colour against a brown-coloured background.

### **2. OBJECTS / STATEMENT OF PURPOSES**

The objects and purposes of the Club shall be to:

- 2.1 Promote and encourage recreational walking and allied outdoor activities.
- 2.2 Provide programs for walking and other outdoor activities in congenial company.
- 2.3 Encourage and provide instruction in the safe conduct and acquisition of skills associated with recreational walking and allied activities
- 2.4 Encourage a wide appreciation and better understanding of the natural environment and wildlife and assist in their conservation.
- 2.5 Maintain a record of the Clubs activities by preserving publications, documents and other archival material.
- 2.6 Promote social activities among the members.
- 2.7 Provide as required, a meeting place, furnishings, equipment and other material necessary for carrying out the above objects and conducting the business affairs of the Club.
- 2.8 Acquire or disburse funds for the furthering of the objects.
- 2.9 Affiliate, co-operate or associate with any other body or organisation for the furthering of the above objects.

### **3. MEMBERSHIP**

- 3.1 **Membership** shall be open to persons of at least eighteen years of age, provided each applicant:
  - 3.1.1 Completes, to the satisfaction of the Club Executive, four (4) walks of an approved standard, organised by the Club, within a period of twelve (12) months. The Executive, in its discretion, may waive these requirements;
  - 3.1.2 Accepts an invitation to apply for membership by returning a completed Application Form. The Membership Officer shall issue the Application Forms. Each Application will be considered by the Club Executive whose decision, as to approval or rejection, shall be final;
  - 3.1.3 Undertakes to abide by the Club Constitution and By-Laws as amended from time to time;
  - 3.1.4 Pays the prescribed Application Fee and Annual Subscription. The date of commencement of membership shall be the date on which the Executive approves the Application;
  - 3.1.5 Continues to pay, or has paid on the applicant's behalf, the Annual Subscription and any Levies by the prescribed date.
- 3.2 **Life Members:** The Club Executive may recommend and nominate any member of the Club to be a Life Member. In making such nomination, the Executive shall ensure that each nominee qualifies on each of the following requirements:
  - 3.2.1 has rendered exceptional services to the Club,
  - 3.2.2 has served on Club Executive or on a Subcommittee,

- 3.2.3 has been a member of the Club for at least ten (10) years, and
- 3.2.4 has been an active contributor to the Club activities within five (5) years of the nomination being made.

Upon such nomination being endorsed by a General Meeting of the Club, such Life Member shall thereafter be relieved of all future payment of Annual Subscriptions and Levies that may be imposed by the Club in accordance with this Constitution.

### 3.3 Membership Register

- 3.3.1 The Membership Officer must keep and maintain a Membership Register that includes:
  - (a) for each current member:
    - (i) the member's name;
    - (ii) the address for notice last given by the member;
    - (iii) the telephone number of the member;
    - (iv) any email address of the member;
    - (v) the date of becoming a member;
    - (vi) any other information determined by the Club Executive; and
  - (b) for each former member, the date of ceasing to be a member.
  - (c) for each new member, the date of birth.
- 3.3.2 Subject to Clause 4.2, any member may, at a reasonable time and free of charge, inspect the Membership Register.

#### **Note:**

Under Section 59 of the Associations Incorporation Reform Act 2012 ("*the Act*"), access to the personal information of a person recorded in the Membership Register may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Membership Register.

- 3.4 Temporary Membership: Notwithstanding Clause 3.1 of this Constitution, the Club Executive may create an additional category of membership known as Temporary Member. A Temporary Member is not required to meet the criteria for membership set out in Clause 3.1 and may only remain a Temporary Member for the duration of any one Club activity where that person has been invited to attend as a visitor. A Temporary Member is not entitled to the rights and privileges of Club membership.

## 4. GENERAL RIGHTS OF MEMBERS

- 4.1 A member of the Club who is entitled to vote has the right:
  - 4.1.1 To receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by this Constitution; and
  - 4.1.2 To submit items of business for consideration at a General Meeting; and
  - 4.1.3 To attend and be heard at a General Meeting; and
  - 4.1.4 To vote at a General Meeting; and
  - 4.1.5 To have access to the Minutes of General Meetings and other documents of the Club as provided under Clause 15.3; and
  - 4.1.6 To inspect the Membership Register.
- 4.2 A member is entitled to vote provided that:
  - 4.2.1 The member is not deemed unfinancial;
  - 4.2.2 The membership of that member has not been suspended or terminated.

## 5. CESSATION OF MEMBERSHIP

- 5.1 Unfinancial: A member for whom an annual subscription has not been paid by 30th November in any year, or whose outstanding levies have not been paid by the prescribed date, shall be deemed unfinancial:
  - 5.1.1 An unfinancial member shall lose all rights and privileges of membership and shall not be entitled to participate in any Club activities or in any debate or vote on any resolution or vote in any election at meetings conducted by the Club during the period in which the subscription and/or levies remain unpaid.

## 17. INTERPRETATION OF AND CHANGES TO THE CONSTITUTION

- 17.1 Associations Incorporation Reform Act. In this Constitution any reference to "the Act" shall refer to the Associations Incorporation Reform Act 2012 together with any subsequent amending or replacement legislation. Where there is a difference between this Constitution and the provisions of the Act, the provisions of this Constitution shall prevail unless the relevant provisions are ultra vires.
- 17.2 Interpretation. Chairmen of meetings and others charged with the responsibility of interpreting the Constitution and making decisions shall, where ambiguities and/or deficiencies arise, consider as far as is possible, the intent of the clause, subclause, section, etc. In making such decisions the matter shall be reported to the Club Executive at the earliest opportunity.
- 17.3 Changes. The Constitution and the Objects/Statement of Purposes shall be amended only by a Special Resolution at an Annual General Meeting or a Special General Meeting, and shall not be amended except in accordance with the Act or subsequent amending legislation.
- 17.4 Proposed Amendments to the Constitution and Objects / Statement of Purposes:
  - 17.4.1 Shall take the form of precise additions and/or deletions to or from the Constitution and/or the Objects/Statement of Purposes and shall be referred to the Club Executive for a report, such report to be available at the Annual General Meeting or Special General Meeting at which the proposed amendments are considered.
  - 17.4.2 Must, in the case of Annual General Meetings and Special General Meetings, be submitted to the Secretary not less than forty (40) days before the meeting date.
  - 17.4.3 Must, in the case of a request for a Special General Meeting called to amend the Constitution, be submitted to the Secretary with the request.
  - 17.4.4 Must be included in a notice in writing forwarded to each member stating the time and place of such Annual General Meeting or Special General Meeting. Such notice shall be given not less than twenty-one (21) and not more than sixty (60) days before the date of such meeting.
  - 17.4.5 Shall take precedence over all resolutions placed on the agenda, and shall, if carried, come into effect at the closing of such meeting.
- 17.5 Where an amendment to the Constitution has been included on the agenda for an Annual General Meeting or a Special General Meeting, the meeting may accept, reject or amend the proposed amendment.
- 17.6 A majority of at least three-quarters of members present is required to pass a motion proposing to amend the Constitution or to pass an amendment to such motion proposing to amend the Constitution.
- 17.7 Any changes to the Constitution shall be brought to the notice of members by publication in the Circular.
- 17.8 The Chairman shall interpret procedural matters not covered by the Constitution.
- 17.9 The Chairman shall reject any motion which is inconsistent with the Constitution, unless the motion proposes to amend, or alter all or any part of the Constitution.

## 18. BY-LAWS AND STANDING ORDERS

- 18.1 The Club Executive may, subject to the provisions of the Constitution, make such By-laws and Standing Orders as it deems necessary from time to time.
- 18.2 Any changes to the By-laws and the Standing Orders shall be brought to the notice of members by publication in the Circular.
- 18.3 Any By-law or Standing Order may be disallowed or suspended by a vote of a majority of members attending an Annual General Meeting or Special General Meeting.
- 18.4 The Chairman of a meeting shall interpret procedural matters not covered by the Standing orders.

## 19. DISPUTES AND GRIEVANCE PROCEDURE

- 19.1 The grievance procedure set out in this section applies to disputes under this Constitution between:

- 15.3.2 The Club Executive may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- 15.3.3 The Club Executive must on request make copies of this Constitution and any By-laws and Standing Orders available to members and applicants for membership free of charge.
- 15.3.4 Subject to sub-clause 15.3.2, a member may make a copy of any of the other records of the Club referred to in this clause and the Club may charge a reasonable fee for provision of a copy of such a record.
- 15.3.5 For the purposes of this Rule:

Relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following:

- (a) its membership records;
  - (b) its financial statements;
  - (c) its financial records;
  - (d) records and documents relating to transactions, dealings, business or property of the Club.
- 15.4 The funds and property of the Club, other than funds and property held in trust for specific purposes, shall be applied solely to promote or further the Objects of the Club and no distribution of the funds or property shall be made to members. In the event of winding up, dissolution or liquidation of the Club, its funds and property shall be donated to an organisation or organisations having similar objects.
  - 15.5 No alienation, disposal or assignment of the Club property either by sale or other means, other than furniture, furnishings and equipment, shall be made unless so decided by a majority of at least three-quarters of the members present at an Annual General Meeting or a Special General Meeting.
  - 15.6 The Club financial year shall begin on 1st July of each year, on which date the membership subscriptions become due, and end on the following 30th June.
  - 15.7 A current account or accounts shall be opened in any bank as the Club Executive from time to time directs, to be operated on by the signatures of any two (2) of the President, Secretary and Treasurer. In addition, the Club may open other accounts in funds or investments, including Cash Management Trusts with a AAA credit rating, Bank Deposits, Bank Bills and Government backed securities. Except as provided for Subcommittees in Clause 15.8, all monies payable to the Club shall be paid to the Treasurer who shall pay such monies into the Clubs account or accounts. Any negotiable receipts, certificates or other documents for Club funds invested in bonds, securities or other investments shall be lodged or safe custody with the bankers to the Club.
  - 15.8 Where appropriate, the Executive may direct the Convener of a Subcommittee to operate a separate bank account or other investments which conform with the requirements and principles of Clause 15.7.
  - 15.9 A suitably qualified person shall be appointed at each Annual General Meeting to consider, and where appropriate comment on the books and accounts of the Club. All accounts books and reports shall be made available to such person.
  - 15.10 All approved out-of-pocket expenses incurred by members of the Club Executive, Subcommittees, appointed Officers and members in performance of duties required by and on behalf of the Club shall be borne by the Club after request for reimbursement.

## 16. BEQUESTS

- 16.1 All bequests shall be separated in the books of account and accumulated under the heading of Bequest Funds in all financial statements produced by the Club. Interest received on bequest funds is to be credited to the general funds of the Club.
- 16.2 The bequest funds are to be administered in the same manner as other Club funds, except for the requirement under Clause 16.3 below.
- 16.3 Bequest funds (excluding interest) may not be spent on any project, activity or other purpose unless the expenditure is approved by a majority of at least three-fourths of members present at an Annual General Meeting or a Special general Meeting.

- 5.1.2 The Club Executive, after due consideration, may terminate the membership of any unfinancial member by directing the Membership Officer to record the membership as having ceased on a specified date.
- 5.1.3 Any member, whose membership is terminated as a result of having been deemed unfinancial, may be re-admitted to membership by the Executive after paying, or having paid on the member's behalf, such Application Fee, Annual Subscription, Levies and arrears, subject to any conditions the Club Executive shall determine. On re-admittance to the Club, the year of registration to be recorded in the Membership Register shall be the year of re-admittance to the Club.

- 5.2 Resignation: A member shall continue in Club Membership while financial until the Secretary or Treasurer receives written notice of resignation, or the member's membership is terminated by the Club Executive. A member wishing to discontinue membership of the Club shall forward a notice of the member's resignation in writing to the Secretary or to the Treasurer. The resignation shall be deemed to take effect from the date of its receipt by the Secretary or Treasurer.

## 5.3 Disciplinary Action

### 5.3.1

- (a) The Club may take disciplinary action against a member in accordance with this clause if it is determined that the member:
  - (i) has failed to comply with this Constitution, the By-laws or Standing Orders; or
  - (ii) refuses to support the purposes of the Club; or
  - (iii) has engaged in conduct prejudicial to the Club.
- (b) At least three quarters of the Executive Members must be present at the meeting and at least two thirds of the Executive Members present must vote in favour of the resolution to be passed.

### 5.3.2

- (a) If the Club Executive is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Club Executive must appoint a Disciplinary Subcommittee to hear the matter and determine what action, if any, to take against the member.
- (b) The members of the Disciplinary Subcommittee:
  - (i) may be members of the Club Executive, members of the Club or anyone else; but
  - (ii) must not be biased against, or in favour of, the member concerned.

### 5.3.3

- (a) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
  - (i) stating that the Club proposes to take disciplinary action against the member; and
  - (ii) stating the grounds for the proposed disciplinary action; and
  - (iii) specifying the date, place and time of the meeting at which the Disciplinary Subcommittee intends to consider the disciplinary action ("the Disciplinary Meeting"); and
  - (iv) advising the member of the following options:
    - (y) attend the Disciplinary Meeting and address the Disciplinary Subcommittee at that meeting;
    - (z) give a written statement to the Disciplinary Subcommittee at any time before the Disciplinary Meeting; and
    - (v) setting out the members appeal rights under Rule 5.3.5.
- (b) The notice must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary Meeting is held.

### 5.3.4

- (a) At the Disciplinary Meeting, at least three quarters of the members of the Subcommittee must be present and at least two-thirds of those members present must vote in favour for any disciplinary resolution to be passed.

- (b) At the Disciplinary Meeting, the Disciplinary Subcommittee must:
  - (i) give the member an opportunity to be heard; and
  - (ii) consider any written statement submitted by the member.
- (c) After complying with sub-clause (b), the Disciplinary Subcommittee may:
  - (i) take no further action against the member; or
  - (ii)
    - (x) reprimand the member; or
    - (y) suspend the membership rights of a member for a specified period; or
    - (z) expel the member from the Club.
- (d) The suspension of membership rights or the expulsion of a member by the Disciplinary Subcommittee under this clause takes effect immediately after the vote is passed.

#### 5.3.5

- (a) A person whose membership rights have been suspended or who has been expelled from the Club under Clause 5.3.4 may give notice of intention to appeal against the suspension or expulsion.
- (b) The notice must be in writing and given:
  - (i) to the Disciplinary Subcommittee immediately after the vote to suspend or expel the member is taken; or
  - (ii) to the Secretary not later than seven (7) days after the vote;
- (c) If a person has given notice under sub-clause (b), a Special General Meeting must be convened by the Club Executive as soon as practicable, but in any event not later than thirty (30) days after the notice is received.
- (d) Notice of the Special General Meeting must be given to each member of the Club who is entitled to vote as soon as practicable and must:
  - (i) specify the date, time and place of the meeting; and
  - (i) state:
    - (x) the name of the person against whom the disciplinary action has been taken; and
    - (y) the grounds for taking that action; and
    - (z) that at the Special General Meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

#### 5.3.6

- (a) At a Special General Meeting:
  - (i) no business other than the question of the appeal may be conducted; and
  - (ii) the Club Executive must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (iii) a person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (b) After complying with sub-clause (a), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to Suspend or expel the person should be upheld or revoked.
- (c) The decision is upheld if not less than two-thirds of the members voting at the meeting vote in favour of the decision.

5.4 On resignation or on termination of membership, a person shall have no further interest in the property or affairs of the Club.

## 6. APPLICATION FEE, SUBSCRIPTIONS AND LEVIES

- 6.1 The Application Fee and the Annual Subscriptions to the Club shall comprise such sums as are determined by the Club Executive.
- 6.2 A General Meeting shall have the power to strike a Levy for a special purpose, providing details of the proposed Levy are included in the notice of the meeting. When striking a Levy, a time shall be prescribed within which the Levy must be paid. Where a Levy is imposed upon only part of the membership, it shall be used only for the benefit of that part of the membership upon which it is imposed.

## 14. SUBCOMMITTEES AND OFFICE BEARERS OTHER THAN CLUB EXECUTIVE MEMBERS

- 14.1 In each year at the first Club Executive Meeting held after the Annual General Meeting, the Club Executive shall appoint from their number the Conveners of the various Subcommittees deemed necessary for the efficient and effective performance of the Objects of the Club. The Convener of a Subcommittee will normally act as Chairman of the Subcommittee but in special circumstances, any other member of the Club may be appointed Chairman in the absence of the Convener.
- 14.2 The number and nature of the Subcommittees may vary as deemed necessary by the Club Executive, but shall be subject to direction by an Annual General Meeting or a Special General Meeting.
- 14.3 The duties of each Subcommittee shall be prescribed in a set of guidelines approved by the Club Executive.
- 14.4 The Convener of each Subcommittee shall have the power to nominate Club members as members of that Subcommittee. The Club Executive shall approve the composition of each Subcommittee.
- 14.5 The President and the Secretary shall be ex-officio members of each Subcommittee and shall receive notice of all meetings of each Subcommittee.
- 14.6 The Convener or delegate of each Subcommittee shall report to meetings of the Club Executive.
- 14.7 Each Subcommittee shall keep minutes and any other necessary records, which are to be available for inspection by the Executive if so requested.
- 14.8 The quorum for a meeting of any Subcommittee shall be at least one-half of the members of that Subcommittee.
- 14.9 The Club Executive may appoint Club members who are not members of the Club Executive as Officers to positions providing a service to Club members. The Club Executive shall prescribe the list of duties to be performed by such Officers. An Officer may form a working party of members of the Club to assist in those duties. The Officers shall report to, and make recommendations to the Club Executive as required.

## 15. FUNDS AND PROPERTY

- 15.1 The funds and property of the Club shall consist of:
  - 15.1.1 Any real or personal property, of which the Club by the Constitution, or by any established practice not inconsistent with the Constitution, has the right of custody, control or management.
  - 15.1.2 The amounts of any subscriptions, fees or levies paid by Club members.
  - 15.1.3 The amounts of any donations or bequests paid to the Club.
  - 15.1.4 Any interest, rents, dividends or other income derived from the use or investment of the funds and property of the Club.
  - 15.1.5 Any property acquired wholly or mainly by expenditure of the funds of the Club or derived from other assets of the Club.
  - 15.1.6 The proceeds of any disposal of parts of the funds and property of the Club.
- 15.2 The financial books and records of the Club shall be in the custody of the Treasurer or (his) nominee and other records shall be in the custody of the Secretary or (his) nominee.
- 15.3
  - 15.3.1 Members may on request inspect free of charge:
    - (a) the Membership Register;
    - (b) the Minutes of General Meetings;
    - (c) subject to sub-clause 15.3.2, the financial records, books, securities and any other relevant document of the Club other than Minutes of Meetings of the Club Executive and any Sub committees.

### **Note:**

See Note following Clause 3.3 for details of access to the Membership Register.

- (b) that the member has in common with all, or a substantial proportion of, the members of the Club.

## 12. **BUSINESS OF GENERAL MEETINGS**

- 12.1 **Business Proposed**: All business proposed to be included in the notice of meeting for an Annual General Meeting or a Special General Meeting must be received by the Secretary not later than forty (40) days before the date of the meeting.
- 12.2 **Agenda for an Annual General Meeting**: The agenda items shall be listed in the following order:
- 12.2.1 Opening of the meeting.
  - 12.2.2 Apologies for absence.
  - 12.2.3 Confirmation of the Minutes of the previous Annual General Meeting and of any Special General Meetings held since the previous Annual General Meeting.
  - 12.2.4 Matters arising from the Minutes of these meetings.
  - 12.2.5 Matters arising from Correspondence.
  - 12.2.6 Presentation of Reports, including the Financial Statements.
  - 12.2.7 Election of Club Executive Members and other elected Office Bearers.
  - 12.2.8 Appointment of a suitably qualified person to consider, and where appropriate comment on the Financial Statements.
  - 12.2.9 Business introduced with the permission of the meeting.
- 12.3 **Agenda for Special General Meetings**: The agenda items will be listed in the order shown for the Annual General Meeting, or as is appropriate for the items to be considered. Appointment of Subcommittees, when required.

## 13. **DUTIES AND POWERS OF THE CLUB EXECUTIVE**

Subject to this Constitution and without limiting the generality of duties and powers elsewhere conferred by this Constitution, the duties and powers of the Club Executive shall include the following:

- 13.1 To carry out any business transacted at Annual General Meetings, Special General Meetings and Club Executive Meetings.
- 13.2 To make recommendations to Annual General Meetings and Special General Meetings regarding important matters to be dealt with at such meetings.
- 13.3 Subject to the Constitution and the direction of Annual General Meetings and Special General Meetings, to control and administer the funds of the Club, and authorise or confirm payment of accounts.
- 13.4 To appoint subcommittees and working parties to furnish reports on referred matters.
- 13.5 To appoint members to offices deemed necessary to assist in the efficient and effective performance of the Objects and the administration of the Club.
- 13.6 To consider and confirm the Activities Program as proposed by the Activities Officer. This authority may be delegated to the President and/or the Secretary.
- 13.7 To interpret matters of Club policy.
- 13.8 To appoint members as delegates, representatives or observers to organisations with which the Club is affiliated or associated, or in which the interests of the Club are involved.
- 13.9 **Agenda items for Club Executive Meetings** shall be listed in the following order:
  - 13.9.1 Opening of the meeting.
  - 13.9.2 Apologies for absence.
  - 13.9.3 Confirmation of the Minutes of the previous meeting.
  - 13.9.4 Matters arising from the Minutes.
  - 13.9.5 Correspondence.
  - 13.9.6 Matters arising from the Correspondence.
  - 13.9.7 Presentation of Reports, including reports from Club delegates, representatives or observers to affiliated associations.
  - 13.9.8 Presentation of Financial Statements.
  - 13.9.9 Appointment of Subcommittees, when required.

- 6.3 Waiving or Extensions of Payment of Subscriptions or Levies
  - 6.3.1 The Club Executive may, in special circumstances extend the time for payment or waive the payment of Subscriptions or Levies in respect of any member or group of members.
  - 6.3.2 Any such extensions or waiving of payment shall be for a defined period.
  - 6.3.3 In cases where a members Subscription or Levy obligation is waived, the Subscription or Levy shall be paid by transfer of the required amount from Club funds and the member shall be recorded as being a financial member.

## 7. **COMMUNICATIONS TO MEMBERS**

- 7.1 **Activities Program**: An Activities Program showing the program of walks and related activities to be conducted by the Club shall be distributed without charge to members and other selected individuals and organisations. The period to be covered by the Activities Program and its distribution shall be determined by the Executive in conjunction with the Activities Officer.
- 7.2 **Circular**: A circular shall be distributed without charge to members and other selected individuals and organisations determined by the Executive. The circular shall provide:
  - 7.2.1 Details of the walks and related activities planned and authorised by the Club.
  - 7.2.2 Information relating to meetings of the Club and associated organisations and other matters of interest to members.
  - 7.2.3 Information on changes to the Membership Register.
  - 7.2.4 A forum for discussion.
- 7.3 **Reports**: An annual report and such other reports as are required to inform Club members of the activities of the Club Executive and Subcommittees and details of the Club's financial operations, including any legislative requirements, shall be distributed without charge to members.
- 7.4 **Membership Register**: Each year, a copy of the current Membership Register shall be distributed to each member without charge.

## 8. **COMPOSITION OF THE CLUB EXECUTIVE**

The Honorary Office Bearers and General Committee Members elected or appointed to the Club Executive shall consist of:

- 8.1 President
- 8.2 Senior Vice-President
- 8.3 Junior Vice-President
- 8.4 Secretary
- 8.5 Treasurer
- 8.6 Activities Officer
- 8.7 Assistant Secretary
- 8.8 Membership Officer
- 8.9 Up to five (5) General Committee Members
- 8.10 In addition, a President who is not re-elected to that position shall be eligible to serve on the Club Executive as Immediate Past President.
- 8.11 The Club Executive may co-opt Advisory Members to the Executive on such conditions as it determines. Co-opted members shall not be entitled to vote at meetings of the Club Executive.
- 8.12 The Secretary must perform any duty or function required under the Act to be performed by the Secretary of an Incorporated Association.

## 9. **ELECTION OF CLUB EXECUTIVE MEMBERS**

- 9.1 All Club Executive members shall be elected at each Annual General Meeting and shall hold office from the closing of the Annual General Meeting at which they are elected until the closing of the next Annual General Meeting, unless removed from office by the holding of Extraordinary Elections, or by resignation, or for other reasons.

- 9.2 All nominations for election of officers of the Club Executive must be in writing and lodged with the Secretary at least twenty-eight (28) days before the Annual General Meeting at which the elections are to be conducted. Nominations for positions must be signed by a nominator, a seconder and the nominee, all of whom must be financial members of the Club at the time of the nomination.
- 9.3 Any vacancy on the Club Executive not filled at the Annual General Meeting when elections are conducted, or occurring during the currency of any year, may be filled by the Club Executive appointing members to fill the vacant position.
- 9.4 If insufficient members are elected to form a quorum of the Club Executive, or if the Club Executive is unable to appoint sufficient members to act as Office Bearers to carry out the Objects of the Club and the requirements of the Constitution and the By-Laws, then a Special General Meeting shall be called for the purpose of considering the winding up or dissolution of the Club. A quorum of at least twenty-five (25) per cent of members shall be present at all times during a meeting held in accordance with this clause and a majority of at least three-quarters of those present is required to pass a resolution to wind up or dissolve the Club (refer to Clause 15.4).
- 9.5 No member shall hold the office of President for more than three consecutive years.
- 9.6 Elections to fill vacant positions on the Club Executive shall be held in the order listed on the notice of meeting.
- 9.7 A member may be a candidate for more than one Club Executive position at elections held at General Meetings. In the event of such a candidate being successful in any ballot for a position, that member shall be declared elected and shall not be considered a candidate for any other positions.
- 9.8 Elections shall be conducted by secret ballot. Voting shall be determined by a simple majority, with any equality in voting being resolved by lot.
- 9.9 The Chairman shall appoint a Returning Officer and two scrutineers to conduct the ballots.

## 10. CHANGES TO THE OBJECTS / STATEMENT OF PURPOSES

- 10.1 A majority of at least three-quarters of members present at an Annual General Meeting, or at a Special General Meeting called for the purpose, is required to pass a motion proposing to amend the Objects, or to pass an amendment to such motion proposing to amend the Objects.
- 10.2 The Objects shall not be altered except in accordance with the Act or subsequent amending legislation.

## 11. MEETINGS

- 11.1 The Annual General Meeting of the Club shall be held by 30th November of each year. All other general meetings will be Special General Meetings.
- 11.2 Special General Meetings of the Club shall be held when called by the Club Executive or shall be convened by the President within forty (40) days of the receipt of a written request to do so signed by at least ten (10) per cent of the members of the Club, which request shall state the nature of the business for which it is desired to convene such a meeting. Should the President be unable or neglect to convene such a Special General Meeting, a Vice-President or the Secretary shall do so.
- 11.3 Notice of Meetings. At least twenty-one (21) days before the date fixed for the holding of an Annual General Meeting or a Special General Meeting, the Secretary shall cause a notice in writing to be given to each member of the Club, stating the time and place of such Meeting and listing the agenda items and the nature of the business intended to be conducted at the meeting.
- 11.4 A quorum of at least ten (10) per cent of members of the Club must be present at all times during Annual General Meetings and Special General Meetings, except for a meeting held in accordance with Clause 9.4.
- 11.5 Meetings of the Club Executive shall be held from time to time, as business shall necessitate, and shall be called by the Secretary who shall give each member of that body at least seven (7) days notice in writing stating the time, place and the agenda for

such meeting. Should the Secretary be unable or neglected to summon an Executive Meeting, the President or a Vice-President may do so.

- 11.6 The Club Executive shall hold at least five (5) meetings per year. During meetings of the Club Executive or Subcommittees, a quorum of at least half the members must be present at all times.
- 11.7 Urgent Meetings of Club Executive
- 11.7.1 In cases of urgency, a meeting can be held without notice being given in accordance with Clause 11.5 provided that as much notice as practicable is given to each member of the Club Executive by the quickest means practicable.
- 11.7.2 Any resolution made at the meeting must be passed by an absolute majority of members of the Club Executive present at that meeting.
- 11.7.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.
- 11.8 Vacation of Office
- 11.8.1 A member of the Club Executive may resign from the Executive by written notice addressed to the President or Secretary.
- 11.8.2 A person ceases to be a member of the Club Executive if that person:
- ceases to be a member of the Club; or
  - fails to attend three (3) consecutive meetings of the Club Executive (other than special or urgent Executive meetings) without reasonable excuse as determined by the Club Executive in its absolute discretion; or
  - otherwise ceases to be a member of the Club Executive by operation of Section 78 of the Act.

### **Note:**

A member of the Club Executive who does not reside in Australia may not hold the office of Secretary.

- 11.9 If the position of Secretary becomes vacant, the Club Executive must appoint a member to the position within fourteen (14) days after the vacancy arises and give notice to Consumer Affairs Victoria of that appointment.
- 11.10 No matter, other than business listed as an agenda item, may be introduced, discussed or voted upon during Annual General Meetings, Special General Meetings and Club Executive Meetings without the permission of the meeting.
- 11.11 In the case of an equality of voting on a question at a meeting, the Chairman of the Meeting entitled to exercise a second or casting vote.
- 11.12 The Assistant Secretary shall be responsible for the taking of and maintenance of minutes of Annual General Meetings, Special General Meetings and Club Executive Meetings.
- 11.13 The Assistant Secretary shall be responsible for notifying Club members of the dates of Club Executive Meetings, to enable the submission of matters for consideration, and for reporting to members on relevant matters.
- 11.14 Conflict of Interest
- 11.14.1 A member of the Club Executive who has a material personal interest in a matter being considered at an Executive Meeting must disclose the nature and extent of that interest to the Executive.
- 11.14.2 The member:
- must not be present while the matter is being considered at the meeting; and
  - must not vote on the matter.

### **Note:**

Under Section 81 of the Act, if there are insufficient members of the Club Executive to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a General Meeting may be called to deal with the matter.

- 11.14.3 This clause does not apply to a material or personal interest:
- that exists only because the member belongs to a class of persons for whose benefit the Club is established; or