

SUTHERLAND BUSHWALKING CLUB
INCORPORATED



ABN No. 28 780 135 294

CLUB CONSTITUTION

“Objectives and Rules”

Revised April 2017

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1. NAME

- 1.1 The name of the club shall be Sutherland Bushwalking Club Incorporated.
- 1.2 The club shall also be known as Sutherland Bushwalkers.

2. OBJECTIVES

- 2.1 The objectives of the Club shall be:
 - 2.1.1 To provide recreational opportunities for members interested in bushwalking, kayaking and cycling and other similar activities.
 - 2.1.2 To promote the conservation of the natural environment.

3. MEMBERSHIP

- 3.1 Membership shall be open to any person, from the age of eighteen years, who accepts the objectives and rules of the Club.
- 3.2 An application for membership shall be made in writing on the appropriate form and lodged with the club Secretary by mail, email or other electronic means as determined by the Committee.
- 3.3 The Committee shall decide upon acceptance or rejection of an application for membership and shall not be required to give reasons for acceptance or rejection of the application.
- 3.4 The Committee shall maintain a membership register containing the name, address and commencement date of each member.
- 3.5 Any person or persons involved in physical and / or verbal abuse, or intimidation of another member may be asked to give reason or show cause why they should not be expelled from this club.
- 3.6 The Committee shall have the power to cancel membership where the Committee judges the conduct of the member to be contrary to the objects and rules of the Club or prejudicial to the interests of the Club.
- 3.7 A decision by the Committee to cancel membership shall be subject to the following:
 - 3.7.1 If the committee expels or suspends a member, the secretary must, within 14 days after the action is taken, cause written notice to be given to the member of

the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 3.7.3.(5).

3.7.2 The expulsion or suspension does not take effect:

- (a) Until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (b) If within that period the member exercises the right of appeal, unless and until the Club confirms the resolution under clause 3.7.3.(5), whichever is the latter.

3.7.3 Right of appeal of a disciplined member:

- (1) A member may appeal to the Club in general meeting against a resolution of the committee, within 14 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the Club to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Club convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the Club passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

3.8 A member failing to pay any fees in full by due date shall be deemed to have resigned membership of the Club. (Clause 3.9)

3.9 Membership shall cease upon resignation, expulsion or death.

4. CLUB OFFICES

4.1 The Committee is to consist of;

- The Office Bearers of the Club and
- 3 ordinary committee members

Each of whom is to be elected at the Annual General Meeting

- The total number of committee members is to be 7.

The Office Bearers of the Club are as follows;

- a) President
- b) Vice-President
- c) Treasurer
- d) Secretary

The Ordinary committee members are as follows;

- (a) Assistant Secretary
- (b) Program Secretary
- (c) Newsletter Editor

4.2 A committee member may hold up to 2 offices (other than both offices of President and Vice-President)

4.3 There is no maximum number of consecutive terms for which a committee member may hold office

4.4 Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the Annual General Meeting next following the date of the member's election, and is eligible for re-election.

5. ELECTION OF OFFICE BEARERS

- 5.1 A nominee for any Office of the Club shall be a member of the Club.
- 5.2 The Office Bearers shall be elected at each Annual General Meeting and shall hold office from that date until the end of the next Annual General Meeting or until the Office becomes vacant. (Clause 6 and Clause 19)
- 5.3 A nomination for office may be in writing or may be presented by a member at the election. A member may accept the nomination verbally at the meeting or in writing prior to the meeting.
- 5.4 The following voting conditions shall apply:
 - 5.4.1 A returning officer shall be appointed from the members present prior to the election of officers.
 - 5.4.2 In the event of only one nomination for an office, the Returning Officer shall declare the nominee elected.
 - 5.4.3 In the event of more than one nomination for an office, a simple majority vote shall resolve the ballot.
 - 5.4.4 The requirement for a secret ballot shall be decided by the meeting.
 - 5.4.5 In the event of an equal vote, the Returning Officer shall decide upon the method of resolution.
 - 5.4.6 Proxy voting shall not be allowed.

6. VACATION OF OFFICE

- 6.1 An office shall be declared vacant under the following conditions:
 - 6.1.1 The position is not filled at the Annual General Meeting.
 - 6.1.2 The Office Bearer submits a written resignation from the position.
 - 6.1.3 The Office Bearer ceases to be a member of the Club. (Clause 3.9)
 - 6.1.4 In the assessment of the Committee, the Office Bearer is not able to fulfil the duties of the position.
 - 6.1.5 The Office Bearer is absent from three consecutive Committee meetings without approval of the Committee.
- 6.2 Nominations shall be called to fill the position for a vacant office of the club at the next General Meeting.
- 6.3 In the event of the position not being filled at that General Meeting, the Committee shall appoint a member to the office.

7. RESPONSIBILITY OF OFFICE BEARERS

- 7.1 The **President** shall direct the general functioning of the Club and shall preside at all meetings of the Club.
- 7.2 The **Vice-President** shall perform presidential duties in the absence of the President or otherwise as arranged with the President
- 7.3 The **Secretary** shall :
- 7.3.1 Record minutes of all proceedings at committee and general meetings in written or electronic form. Minutes of Proceedings must be signed by chairperson of the meeting.
 - 7.3.2 Maintain records of correspondence, Club policies & procedures, membership register, statutory documentation, special reports and other relevant information.
 - 7.3.3 Maintain an attendance register of members and visitors at each general meeting.
 - 7.3.4 Provide a copy of policies & procedures to members on request.
 - 7.3.5 The Secretary shall ensure that:
 - 7.3.5.1 A current record of all Club equipment and property is maintained.
 - 7.3.5.2 Equipment is stored in accordance with recommendations of the Committee.
 - 7.3.5.3 Club regulations regarding the use of equipment are applied.
 - 7.3.5.4 A current list of equipment for loan to members is compiled and made available for issue.
- 7.4 The **Assistant Secretary** shall perform secretarial duties in the absence of the Secretary or otherwise as arranged with the Secretary.
- 7.5 The **Treasurer** shall ensure that:
- 7.5.1 A record of all financial transactions and accounts are kept.
 - 7.5.2 Club regulations regarding finance are applied. (Clause 13)
 - 7.5.3 A financial and property report is presented at each Annual General Meeting. (Clause 19.7.2)
- 7.6 The **Program Secretary** shall ensure that the Club activity programs are compiled, produced and made available for issue.

7.7 The **Newsletter Editor** shall ensure that Club newsletters are compiled, produced and made available for issue.

7.8 The **Delegates to affiliated organisations** shall represent the interests of the Club in the affairs of the respective organisations. Delegates shall report to the Committee on the proceedings of the respective organisations.

8. PUBLIC OFFICER

8.1 The Public Officer shall be appointed by the Club Committee.

8.2 The Public Officer shall ensure that the relevant terms and conditions of the NSW Office of Fair Trading are complied with.

8.3 The official address of the Club must be an address in NSW where the Public Officer can be found and where documents can be served on the Club by post (not a post office box)

8.4 The Public Officer shall be:

8.4.1 Over eighteen years of age.

8.4.2 A resident of New South Wales.

8.4.3 Of sound mental health.

8.4.4 Financially solvent

8.5 The appointment shall be made within one month after each Annual General Meeting.

8.6 The position of Public Officer shall become vacant under the following conditions:

8.6.1 The appointee submits a written resignation from the position.

8.6.2 The conditions for appointment are breached. (Clause 8.3)

8.6.3 In the assessment of the Committee, the appointee is not able to fulfil the duties of the position.

8.7 The Committee shall, within fourteen days, notify NSW Fair Trading, of the vacancy of the position of Public Officer, and of the replacement Public Officer.

9. CLUB MANAGEMENT

9.1 The Club shall be managed by the Club Committee.

9.2 The powers and duties of the Club Committee shall be:

9.2.1 To supervise the general functioning of the Club.

9.2.2 To transact all business of the Club.

9.2.3 To appoint a Public Officer. (Clause 8)

9.2.4 To administer the relevant terms and conditions of the Associations
Incorporation Regulation 2016.

9.2.5 To appoint a Returning Officer for each Annual General Meeting
(Clause 5.4.1)

9.2.6 To establish funds and acquire equipment for the purpose of realising the
objectives of the Club. (Clause 13)

9.2.7 To supervise the financial affairs of the Club.

9.2.8 To effect and maintain Public Liability insurance .

9.2.9 To safeguard the interests of the Club.

9.2.10 To establish Sub-Committees. (Clause 10)

9.2.11 To preside over disputes arising within the Club.

9.2.12 To attend to such business as decided at a General Meeting.

9.3 Request for inspection of any records and books must be in writing to the Committee including reason for request. The Committee may refuse to allow a member to inspect or obtain copies of documents, books, financial records and reports of the Club where to do so may be prejudicial to the interests of the Club. If the request is denied a note of refusal will be issued by the committee and the Secretary will keep a copy on record.

10. SUB-COMMITTEE

10.1 A Sub-Committee shall deal with matters of a special nature and shall be confined to the terms under which the sub-committee is established.

10.2 The President shall be an ex-officio member of all Sub-committees.

10.3 Proceedings and recommendations from a Sub-Committee shall be presented to the Committee.

11. CLUB BADGE

11.1 The Club badge shall be circular in shape with the figure of a bushwalker. The word SUTHERLAND shall be around the perimeter at the top and the word BUSHWALKERS around the perimeter at the bottom. The background colour shall be green with the figure and words coloured brown.

12. BY-LAWS, POLICIES AND PROCEDURES

12.1 By-Laws, Policies and Procedures of the Club shall not be inconsistent with the Club Constitution and shall be binding on all members.

12.2 All matters regarding By-Laws, Policies and Procedures shall be introduced as a motion 'on notice' at a General Meeting. (Clause 17.7)

12.3 By-Laws, Policies and Procedures of the Club shall be collated and made available for issue.

13. FUNDS AND PROPERTY

13.1 The funds and property of the Club shall be applied solely towards the promotion of the objectives of the Club.

13.2 The funds of the Club shall be derived from membership fees, donations, grants, and such other means as approved by the Club.

13.3 All monies received by the Club shall be paid into an account, or accounts, in the name of the Sutherland Bushwalking Club Incorporated.

13.4 All equipment purchased by or donated to the Club shall become the property of the Club.

13.5 The disposal of Club property or assets shall be in accordance with the requirements of the Associations Incorporation Act 2009 and Regulations .

13.6 No funds shall be paid or property transferred by way of bonus or otherwise to the members of the Club. Nothing herein shall prevent the payment in good faith of remuneration in return for any services actually rendered to the Club.

- 13.7 Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- 13.8 All matters regarding membership fees, levies or special fees shall be introduced as a motion 'on notice' at a general meeting. (Clause 17.7)
- 13.9 Cessation of membership shall forfeit any claim by a member to the funds or property of the Club. (Clause 3.8)
- 13.10 A member shall have no liability to contribute towards the payment of debts and liabilities of the Club or the costs, charges and expenses of the dissolution of the Club, except to the amount of personal unpaid membership fees.
- 13.11 Payments of Club accounts shall be made by:
- 13.11.1 A petty cash system up to an amount determined by the Club Committee.
 - 13.11.2 A cheque transaction or electronic bank transfer requiring endorsement by any two Office Bearers.
- 13.12 A complete and true record of financial transactions, assets and liabilities for the period from January 1st to December 31st of each year shall be presented at the Annual General Meeting. (Clause 19.7.2)
- 13.13 Upon dissolution of the Club, funds and property remaining after satisfaction of debts and liabilities shall not be distributed among members of the Club. Before dissolution, the Club shall decide upon an organisation or organisations with similar objectives and which is not carried on for profit or gain of its individual members, to which the assets of the Club may be donated.

14. ELECTRONIC DELIVERY of NOTICES TO MEMBERS

- 14.1 Notices to members may be made by electronic means to any telephone number, electronic address or electronic point of contact as supplied by the member to Sutherland Bushwalking Club Incorporated.

15. COMMITTEE MEETING

- 15.1 The Committee shall meet as often as necessary but not less frequently than once per two consecutive months.
- 15.2 Notice of dates of Committee Meetings shall be included in the Club program.
- 15.3 A quorum for a Committee Meeting shall be any three (3) Committee members.

15.4 In the event of the President and Vice-president being absent or unable to preside, a chairman shall be elected from the committee members present.

15.5 The following voting conditions shall apply:

16.5.1 The requirement for a secret ballot shall be decided by the meeting.

16.5.2 The proposal shall be resolved by a simple majority vote.

16.5.3 In the event of an equal result, the Chairman shall have a second vote.

16.5.4 Proxy voting shall not be allowed.

16.5.5 Voting is permitted between committee meetings via electronic means, but is to be ratified at the next committee meeting.

15.6 Proceedings of Committee meetings shall be available to any Club member.

(Clause 9.3)

15.7 In the event of there being more than one delegate to an affiliated organisation, the group of delegates shall be entitled to only one vote when participating in Club committee meetings.

15.8 Committee meetings shall be open to Club members subject to a decision by the Chairman to restrict attendance to all or part of the meeting.

15.9 A special committee meeting shall be convened by the President on the request of not less than four Committee members. The meeting shall be held within ten days of the receipt of the request.

15.10 In the event of the total number of Committee members becoming less than a quorum, the Committee shall act only to recruit Office Bearers.

16. SUB-COMMITTEE MEETING

16.1 A Sub-Committee shall meet as required.

16.2 A quorum for a Sub-Committee shall be fifty percent of the appointed members.

17. GENERAL MEETING

17.1 A General Meeting shall be conducted not less frequently than once per two consecutive months.

17.2 Notice of dates of General Meetings shall be included in the Club program or by electronic delivery.

- 17.3 A quorum for voting at a General Meeting shall be five members or five percent of membership, whichever is the greater.
- 17.4 In the event of the President and Vice-president being absent or unable to preside, a Chairman shall be elected from the members present.
- 17.5 The following voting conditions shall apply:
- 17.5.1 The requirement for a secret ballot shall be decided by the meeting.
 - 17.5.2 The proposal shall be resolved by a simple majority vote.
 - 17.5.3 In the event of an equal result, the Chairman shall have a second vote.
 - 17.5.4 Proxy voting shall not be allowed.
- 17.6 Any motion shall be placed 'on notice' upon any of the following conditions:
- 17.6.1 On the request of the proposer and seconder.
 - 17.6.2 On the decision of the chairman.
 - 17.6.3 On a resolution of the meeting.
- 17.7 A 'notice of motion' shall be issued at the General Meeting prior to the meeting when the matter is to be presented. The motion shall be in writing and shall contain the signatures of the proposer and the seconder.

18. SPECIAL GENERAL MEETING

- 18.1 The President shall convene a Special General Meeting on the request of the Committee or by notice in writing by not less than five percent of the members.
- 18.2 The meeting shall be held within two months of receipt of the request.
- 18.3 Notification of the meeting, including details of the agenda, shall be electronically delivered or mailed to each member not less than three weeks prior to the meeting.
- 18.4 A quorum for a Special General Meeting shall be five members or five percent of membership, whichever is the greater.
- 18.5 In the event of the President and Vice-President being absent or unable to preside, a Chairman shall be elected from the members present.
- 18.6 The following voting conditions shall apply:
- 18.6.1 The requirement for a secret ballot shall be decided by the meeting.
 - 18.6.2 A seventy-five percent majority vote shall be required to adopt the proposal.
 - 18.6.3 Proxy voting shall not be allowed.

18.7 In the event of it not being possible or practicable to resolve the proposal, the Committee may apply to the NSW Office of Fair Trading for permission to use a substitute method of resolution.

18.8 In the event of the lack of a quorum, the Special General Meeting shall be transferred to the date of the next General Meeting at which all members present shall constitute a quorum.

19. ANNUAL GENERAL MEETING

19.1 The Annual General Meeting shall be held during the month of February of each year.

19.2 Notice of the date of the Annual General Meeting shall be included in the Club program.

19.3 Notification of the meeting, including details of the agenda, shall be electronically delivered or mailed to each member not less than three weeks prior to the meeting.

19.4 A quorum for an Annual General Meeting shall be five members or five percent of membership, whichever is the greater.

19.5 In the event of the President and Vice-President being absent or unable to preside, a Chairman shall be elected from the members present.

19.6 Voting conditions, except for the election of Club Office Bearers, shall be the same as for a General Meeting. (Clause 17.5)

19.7 The following business items shall be transacted:

19.7.1 Presentation of the minutes of the previous Annual General Meeting.

19.7.2 Presentation of the finance and property report for the past Club year.
(Clause 14.12)

19.7.3 Presentation of the Committee report for the past Club year.

19.7.4 The election of Club Office Bearers. (Clause 5)

19.8 In the event of the lack of a quorum, the Annual General Meeting shall be transferred to the date of the next General Meeting at which all members present shall constitute a quorum.

20. AFFILIATION

20.1 Affiliation or disaffiliation with other organisations shall be decided at a General Meeting. (Clause 17)

21. CONSTITUTION ALTERATION

21.1 An alteration to the Club Constitution shall be decided at a Special General Meeting. (Clause 18)

22. DISSOLUTION

22.1 Dissolution of the Club shall be decided at a Special General Meeting. (Clause 13.13 and Clause 18)

23. INTERPRETATION AND DEFINITIONS

The following definitions shall apply;

- Club year - January 1st to December 31st.
- Month - calendar month
- Member - financial member
- Club - Sutherland Bushwalking Club Incorporated.
- Commencement – the date a member is deemed to have commenced as a member of the Sutherland Bushwalking Club is the date the Committee accepts the application for membership.

24. RECORD of ISSUES of this DOCUMENT

Issue No.	Issue Date	Nature of Amendment
Original	Unknown	Original typed and undated document thought to have been issued some 20 years ago.

1.0	12 Feb 08	Review and updated ready for member review and approval at Special General Meeting 27 Feb 08
1.1	21 Feb 08	Issued after minor amendment for member endorsement at the Special General Meeting scheduled for Wed 27 Feb 08
2.0	26 Mar 08	Amended with minor grammatical corrections arising from 27 Feb 08 meeting, accepted as a new Club constitution at General Meeting 26 March 08.

24.1. Amendments

Changes required by NSW Office of Fair Trading effective 01 September 2016 and Review of whole Constitution document :

Issue No.	Issue Date	Nature of Amendment
3.2		Inclusion of electronic communications
3.8		Review of payment due date
4		Review of Office Bearer & Ordinary committee structure
7.3.1		Inclusion of electronic form
8.3		New requirements by Dept Fair Trading eff 01 Sept 2016
14		Review of financial transaction method
15		New inclusion - definition of electronic communication
15.3		Quorum for committee meeting change
16.3		Review of Committee Meeting number required
17.3		Quorum for General Meeting change
18		Changes to align with General Meeting requirements
18.4		Quorum for Special General Meeting change
19		Inclusion of electronic communication use
19.4		Quorum for AGM change