



CONSTITUTION AND RULES OF THE WANDERERS BUSHWALKING AND OUTDOORS CLUB INC

Revision # 0
Dated 17th February 21994



Contents

- 1. Objects..... 3
- 2. Membership..... 3
- 3. Register of Members..... 3
- 4. Fees and SubsRiptions..... 4
- 5. Members’ Liabilites..... 4
- 6. Disciplining of Members..... 4
- 7. Right of Appeal of Disciplined Member..... 4
- 8. Internal disputes..... 4
- 9. Committee..... 5
- 10. Quorums..... 6
- 11. Committee Meetings..... 6
- 12. Annual General Meetings..... 6
- 13. Special General Meeting..... 7
- 14. Notice..... 7
- 15. Procedure..... 8
- 16. Adjournment..... 8
- 17. Making of Decisions..... 9
- 18. Special Resolution..... 9
- 19. Voting..... 10
- 20. Appointment of Proxies..... 10
- 21. Miscellaneous..... 10
- 22. Dissolution..... 12



1. OBJECTS

The principal objects of the Club shall be as follows:

- 1) To encourage an interest in bushwalking and other related pursuits.
- 2) To provide opportunities for social activities and to encourage friendship between club members and other members of the community.
- 3) To promote appreciation of the natural environment and prevent its desecration.
- 4) To co-operate with other associations and persons with similar objects to this club.

2. MEMBERSHIP

- 1) All members of the club will be over 18 years of age. Children under the membership age will be the responsibility of their parents and guardians.
- 2) Any applicant for membership shall first become a prospective member by initially attending a monthly meeting, paying 50% of the annual membership fee and sighting the club rules. The person must also attend three club walks prior to applying for full membership and to have full voting rights.
- 3) Any application for membership shall be referred in writing to the Committee which may accept or reject such application. Rejected applications will not be reconsidered under a period of twelve (12) months.
- 4) Honorary Life Members. The Club may, in special circumstances, elect any person as Honorary Life Member who will have full voting rights.
- 5) Should the Committee see fit to do so, any member may be suspended from all or any of the Club activities for a period of one (1) to fifty two (52) weeks.
- 6) Any un-financial member will be deemed to have forfeited membership and shall be excluded from all Club activities.

3. REGISTER OF MEMBERS

- 1) The Secretary of the Club shall establish and maintain a register of members in which is recorded the name and address of each member of the Club, together with the date on which the person became a member. The register shall also contain provision for recording the date of cessation of membership.
- 2) The register of members shall be in control and custody of the Secretary and shall be available for inspection by any member of the Club at any reasonable time.



4. FEES AND SUBSCRIPTIONS

- 1) Members shall be required to pay an annual subscription, the amount of which shall be determined at the Annual General Meeting. Subscriptions are due each year and must be paid within one month of the Annual General Meeting.
- 2) The Committee shall have the power to waive all or part of the subscription for any member shall they deem it prudent to do so.
- 3) Any member, failing to pay due subscription fees, shall be deemed to have forfeited membership.

5. MEMBERS' LIABILITES

- 1) The members of the Club shall have no liability to contribute towards the payment of the debts and liabilities of the Club, or the costs, charges and expenses of the winding down of the Club.

6. DISCIPLINING OF MEMBERS

- 1) The procedure for disciplining members shall be determined by the Committee, as set out in the model rules. See appendix.

7. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 1) Any disciplined member who wishes to appeal against a decision refusing membership, expelling the person from membership or otherwise disciplining that person, may do so at the next General Meeting of the Club.

8. INTERNAL DISPUTES



- 1) Internal disputes will be resolved by the Committee and disputes within the Committee will be adjudicated by the President exercising a second or casting vote.

9. COMMITTEE

- 1) The Club shall be governed by the Committee of voting members consisting of:
 - a. President
 - b. Secretary
 - c. Treasurer
 - d. Activity Co-ordinator
 - e. Public Relations Officer
- 2) No Committee member shall hold the same Committee position for more than three successive terms.
- 3) The Committee shall manage the affairs of the Club and define the duties of each officer.
- 4) The Committee of the Club shall be elected at the Annual General Meeting and shall hold office for the ensuing twelve months or until such time as their successors shall be elected.
- 5) Should a vacancy on the Committee occur, notice shall be given at the next monthly business meeting in order that the vacancy can be filled at the following monthly business meeting. Such vacancy may be filled temporarily by a person appointed by the Committee.
- 6) Casual vacancies on the Committee may occur if the occupant of that position:
 - a. dies
 - b. resigns in writing from that position
 - c. ceases to be a member of the Club
 - d. is removed from the office under rule 9
- 7) The Club shall have the power to increase or decrease the size of the Committee by any number it desires, but the Committee must always consist of at least five members.
- 8) The Club Committee shall have the power to appoint or disband sub-committees as it may consider necessary.
- 9) The Club in a general meeting may, by special resolution, remove any officer from a position before the expiration of the member's term of office, and then elect or appoint another member in that person's place to hold office until the expiration of that term of office at the next Annual General Meeting.



10. QUORUMS

- 1) A quorum shall consist of:
 - a. Eleven voting members at the Annual General Meeting
 - b. Seven voting members at the monthly general or extraordinary business meeting
 - c. Three voting members at a Committee meeting

11. COMMITTEE MEETINGS

- 1) Procedure at Committee meetings will follow those specified in model rules. See appendix.

12. ANNUAL GENERAL MEETINGS

- 1) The Club shall hold its first Annual General Meeting:
 - a. within the period of 18 months after its incorporation under the Act; and
 - b. within the period of 3 months after the expiration of the first financial year of the Club.
- 2) The Annual General Meeting of the Club shall, subject to the Act and paragraph 12.1, be scheduled within the month of August each year at such time and place as the Committee thinks fit.
- 3) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:
 - a. To conform the minutes of the last Annual General Meeting and of any specified General meeting held since that meeting.
 - b. To receive from the President, Secretary, Activity Co-ordinator, Social Secretary and Public Relations Officer, reports upon the activities of the Club during the previous financial year.
 - c. To elect the officers of the Club for the next financial year.
 - d. To receive and consider a statement from the Treasurer which is not misleading and gives a fair and true view of the Club's income and expenditure in the



financial year; assets and liabilities; mortgages, charges and other securities; trust properties.

- 4) An Annual General Meeting shall be specified as such in the notice convening it.

13. SPECIAL GENERAL MEETING

- 1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.
- 2) The Committee shall, on the requisition in writing from not less than 10% of voting members, convene a Special General Meeting of the Club.
- 3) A requisition of members for a Special General Meeting:
 - a. Shall state the purpose of the meeting;
 - b. Shall be signed by the voting members making the requisition;
 - c. Shall be lodged with the Secretary; and
 - d. May consist of several documents of similar form, each signed by one or more of the voting members making the requisition.
- 4) If the Committee fails to convene a Special General Meeting within 1 month after the date on which the requisition of voting members for the meeting was lodged with the Secretary, any two of the voting members who lodged the requisition may convene a Special General Meeting, to be held no later than 3 months after that date.
- 5) A Special General Meeting convened by voting members as in paragraph 13.4 shall be convened as nearly as practicable in the same manner as general meetings convened by the Committee, and any member who incurs reasonable expense in the calling of such a Special General Meeting is entitled to be reimbursed by the Club.

14. NOTICE

- 1) Except where the business proposed to be dealt with at a general meeting requires a special resolution of the club, the Secretary shall, at least 14 days before the date fixed for holding the general meeting give voting members adequate notice of the meeting in such a manner as the Committee may direct.
- 2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the club, the Secretary shall, at least 21 days before the date fixed for holding the general meeting, cause to be sent either by pre-paid post to each voting member at the member's address appearing in the



register of voting members, or by personal delivery, a notice specifying the date, time and place of the meeting; the nature of the business to be proposed at the meeting; and the intention to propose the resolution as a special resolution.

- 3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted in accordance with rule 12.3
- 4) A voting member desiring to bring any business before a general meeting may give notice in writing of the business to the Secretary, who shall include the business in the next notice calling a general meeting to be issued after the receipt of the notice from a voting member.

15. PROCEDURE

- 1) No item of business shall be transacted at a general meeting unless a quorum of voting members is present during the time the meeting is considering that item.
- 2) No less than fifteen voting members or 25 per cent of the Club's membership, whichever is lesser, present in person shall constitute a quorum for the transaction of business at a general meeting.
- 3) If within one after the appointed time for the commencement of a general meeting a quorum is not present, the meeting shall be adjourned for 1 month to a time and place determined by a majority of voting members present at the meeting. Written notice of the adjourned meeting shall be sent by pre-paid post or by personal delivery to all voting members.
- 4) If at the adjourned meeting there is no quorum, those present shall call a special general meeting for the purpose of winding down the Club.
- 5) In the President's absence the Committee will nominate a chairperson subject to the approval of the members present at the meeting.

16. ADJOURNMENT

- 1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of voting members present, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished when the meeting was adjourned.
- 2) Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or spoken notice to each voting member, stating the date, time and place of the meeting and the business to be transacted.



- 3) Except as provided in paragraphs 16.1 and 16.2 notice of adjournment of a general meeting is not required to be given.

17. MAKING OF DECISIONS

- 1) A question arising at a general meeting of the Club shall be resolved on a show of hands, unless before or on the declaration of the show of hands a poll is demanded. The declaration by the chairperson that the resolution, on a show of hands, has been carried, carried unanimously, carried by a particular majority or lost, an entry to that effect in the minute book of the Club is evidence of the fact without proof of the resolution of the meeting of that matter.
- 2) At a general meeting of the Club, a poll may be demanded by the chairperson or by not less than 3 voting members present in person at a general meeting.
- 3) Where a poll is demanded at a general meeting of the Club, it shall be taken immediately if it relates to the election of the chairperson of the meeting or the question of adjournment. In any other case, it shall be taken in such a manner and at such a time as the chairperson directs and the resolution of the poll shall be deemed to be the resolution of the meeting on that matter.
- 4) Decisions shall be made by a simple majority vote except for those matters which must be decided by a special resolution.

18. SPECIAL RESOLUTION

- 1) A resolution of the Club is a special resolution if:
 - a. It is passed by no less than three quarters of the voting members present in person at a general meeting, of which no less than 21 days written notice specifying the intention to propose the resolution was given, in accordance with these rules; or
 - b. Where it is made to appear to the Commission (see appendix) that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a), the resolution is passed in a manner specified by the Commission.
- 2) A special resolution must be approved by a Special General Meeting of the Club to effect
 - a. A change in the Club's name
 - b. An amalgamation with another incorporated association



- c. The voluntary winding up of the club and the distribution of its property
- d. An application for registration as a company or co-operative.

19. VOTING

- 1) Upon any question arising at a general meeting of the Club, a member has one vote only.
- 2) All votes shall be given in person.
- 3) In the event of an equal number of votes at a general meeting, the chairperson is entitled to exercise a second or casting vote.

20. APPOINTMENT OF PROXIES

Members are not entitled to vote by proxy at any meeting of the Club.

21. MISCELLANEOUS

21.1 Insurance

The Club shall effect and maintain insurance pursuant to section 44 of the Act, together with any other insurance required by law or regarded as necessary by the Club.

21.2 Funds - Source

- a. The funds of the Club shall be derived from the subscriptions of members, donations, levies, grants, bequests and such other sources as the Committee may determine, subject to any resolution passed by a general meeting of the Club.
- b. All money received by the Club shall be deposited as soon as possible to the credit of the Club's bank account.
- c. The Club shall, as soon as practicable after receiving any money, issue an appropriate receipt.



21.3 Funds - Management

- a. Subject to any resolution passed by a general meeting of the Club, the funds of the Club shall be used in the pursuance of the objects of the club in such manner as the Management Committee determines.
- b. All payments shall be made through a petty cash system for amounts up to a sum which is determined by an Annual General Meeting of the Club, or by cheque for amounts in excess of this sum, in which case such cheques are to be signed by any two of the President, Secretary and Treasurer.
- c. Major or unusual expenditures shall be authorised in advance by a general meeting of the Club.
- d. The financial records of the Club shall be audited annually, and an auditor shall be appointed at a general meeting of the Club prior to its audit. The auditor shall examine all accounts, vouchers, books etc and furnish a report on the audit to the Annual General Meeting.
- e. An auditor shall not be a member, or closely related to a member, of the Management Committee.

21.4 Alterations of Objects and Rules

- a. Alterations to the constitution and rules may be made at any duly convened business meeting including Annual General Meeting or Extraordinary Business Meeting.
- b. Notice in writing of such meetings must be given to each voting member at least twenty one days prior to that meeting.
- c. All additions, deletions or amendments to the constitution must be passed by a majority of at least 75% of members present.

21.5 Common Seal

- a. The common seal of the Club shall be kept in the custody of the Treasurer.



- b. The common seal shall not be affixed to a document without the approval of the Committee and shall be attested by the signature of two of the Club's office bearers.

21.6 Custody of Books etc.

Except as otherwise provided by these rules, the Public Officer shall keep in custody, or under control, all records, books and other documents of the Club.

21.7 Inspection of Books etc

The records, books and other documents of the Club shall be open for inspection by any member of the Club at any reasonable time.

21.8 Service of Notices and Documents

- a. For the purpose of these rules, a notice may be served by or on behalf of the Club on any voting members personally or by sending it by post to the address of the member shown in the register of members.
- b. Where a notice is sent to a voting member by proper pre-paid post it shall be deemed to have been delivered two days after the date of posting, as shown by the postage mark.
- c. Service of documents on the Committee is effected by serving them on the public officer or by serving them personally on two members of the Committee.

21.9 Surplus Property

In the event of dissolution of the Club, all assets shall be sold, payment made of all outstanding liabilities, and any balance remaining donated to the Confederation of Bushwalking Clubs.



22. DISSOLUTION

The Club will be dissolved in the event of membership falling to a minimum of 7 voting members.