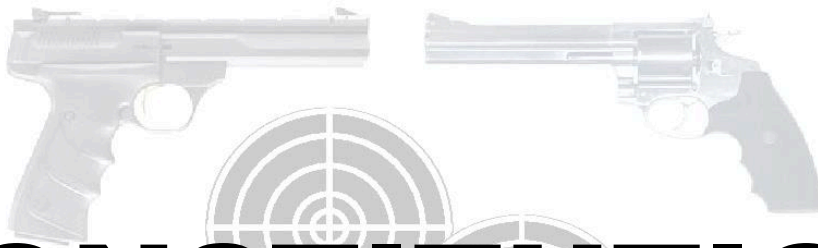




CANNING CLUB
Canning Club (Inc.)



CONSTITUTION

October 2019

Contents

.....	1
Canning Club (Inc.)	1
PART 1 — PRELIMINARY	5
1. TERMS USED	5
2. NAME OF ASSOCIATION (ASSOCIATION) AND FINANCIAL YEAR	6
PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY, OBJECTS AND POWERS OF ASSOCIATION	7
3. NOT-FOR-PROFIT BODY, OBJECTS AND POWERS OF ASSOCIATION	7
PART 3 — MEMBERS	9
DIVISION 1 — MEMBERSHIP	9
4. ELIGIBILITY FOR MEMBERSHIP	9
5. APPLYING FOR MEMBERSHIP	9
6. DEALING WITH MEMBERSHIP APPLICATIONS	9
7. BECOMING A MEMBER	10
8. WHEN MEMBERSHIP CEASES	10
9. RESIGNATION	10
10. RIGHTS NOT TRANSFERABLE	10
DIVISION 2 — MEMBERSHIP FEES	10
11. MEMBERSHIP FEES	10
12. RENEWAL OF MEMBERSHIP OF ASSOCIATION	11
DIVISION 3 — REGISTER OF MEMBERS	11
13. REGISTER OF MEMBERS	11
PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION	13
DIVISION 1 — TERM USED	13
14. TERM USED: MEMBER	13
DIVISION 2 — DISCIPLINARY ACTION	13
15. SUSPENSION OR EXPULSION OF MEMBERS OF ASSOCIATION	13
16. CONSEQUENCES OF SUSPENSION	13
DIVISION 3 — RESOLVING DISPUTES AND MEDIATION	14
17. TERMS USED	14
18. APPLICATION OF DIVISION	14
19. PARTIES TO ATTEMPT TO RESOLVE A DISPUTE	14
20. HOW A GRIEVANCE PROCEDURE IS STARTED	14
PART 5 — COMMITTEE	16

DIVISION 1 — POWERS OF COMMITTEE	16
21. COMMITTEE	16
DIVISION 2 — COMPOSITION OF COMMITTEE AND DUTIES OF MEMBERS.....	16
22. COMMITTEE MEMBERS	16
23. PRESIDENT AND VICE PRESIDENT	16
24. SECRETARY.....	17
25. TREASURER.....	17
DIVISION 3 — ELECTION OF COMMITTEE MEMBERS AND TENURE OF OFFICE.....	18
26. HOW MEMBERS BECOME COMMITTEE MEMBERS	18
27. NOMINATION OF COMMITTEE MEMBERS	18
28. ELECTION OF COMMITTEE MEMBERS.....	18
29. TERM OF OFFICE.....	19
30. RESIGNATION FROM OFFICE.....	19
31. FILLING CASUAL VACANCIES ON COMMITTEE	19
DIVISION 4 — COMMITTEE MEETINGS	20
32. COMMITTEE MEETINGS.....	20
33. NOTICE OF COMMITTEE MEETINGS	20
34. PROCEDURE AND ORDER OF BUSINESS.....	20
35. USE OF TECHNOLOGY TO BE PRESENT AT COMMITTEE MEETINGS	21
36. QUORUM FOR COMMITTEE MEETINGS	21
37. VOTING AT COMMITTEE MEETINGS.....	21
38. MINUTES OF COMMITTEE MEETINGS.....	22
DIVISION 5 — SUBCOMMITTEES	22
39. SUBCOMMITTEES	22
PART 6 — GENERAL MEETINGS OF ASSOCIATION	22
40. ANNUAL GENERAL MEETING.....	22
41. SPECIAL GENERAL MEETINGS.....	23
42. NOTICE OF GENERAL MEETINGS.....	24
43. QUORUM ADJOURNMENTS AND PROCEEDINGS AT GENERAL MEETINGS.....	24
44. VOTING AND PASSING OF RESOLUTIONS AT A GENERAL MEETING	25
45. MINUTES OF GENERAL MEETING	25
PART 7 — FINANCIAL MATTERS	26
46. SOURCE OF FUNDS.....	26
47. CONTROL OF FUNDS.....	26
48. FINANCIAL STATEMENTS AND FINANCIAL REPORTS.....	26

PART 8 — GENERAL MATTERS 27

49. BY-LAWS..... 27

50. INSPECTION OF RECORDS AND DOCUMENTS 27

51. ALTERATION OF THIS CONSTITUTION..... 28

52. INDEMNITY..... 28

CANNING CLUB



PART 1 — PRELIMINARY

1. TERMS USED

In the Constitution, unless the contrary intention appears —

Act means the *Associations Incorporation Act 2015*;

Annual general meeting is the meeting convened under rule 37;

Association means the incorporated association to which this Constitution applies;

Books, of the Association, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

By laws means by-laws made by the Association under rule 43;

Chairperson means the Committee member chairing a meeting of the Association;

Commissioner means the person for the time being designated as the Commissioner under the Act;

Committee means the management Committee of the Association;

Committee meeting means a meeting of the Committee;

Committee member means a member of the Committee;

Constitution means this Constitution of the Association, as in force for the time being;

Convene means to call together for a formal meeting;

Department means the government department with responsibility for administering the Act;

Financial records includes had copy or electronic :

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

Financial Statements mean the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

Financial year, of the Association, has the meaning given in rule 2;

General meeting, of the Association, means a general meeting of the Association that all members are entitled to receive notice of and attend other than the Annual General Meeting;

Junior member means a member under the age of 18 years of age.

Life member means a member who has life membership of the Association;

Member means member of the Association;

Office Holder means a voting Committee member under Part 5 of the Constitution;

Ordinary resolution means a resolution other than a special resolution;

Poll means voting conducted in written form (as opposed to a show of hands);

President means the Committee member holding office as the President of the Association;

Register of members means the register of members referred to in section 53 of the Act;

Secretary means the Committee member holding office as the Secretary of the Association;

Special general meeting means a general meeting of the Association other than the Annual General Meeting;

Special resolution means a resolution passed by the members at a general meeting in accordance with section 51 of the Act, that is:

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the Association who are entitled under the Constitution to vote and vote in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with the Constitution.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the Constitution or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person

Subcommittee means a subcommittee appointed by the Committee under rule 36;

Sub rule means a sub-rule of this Constitution;

Treasurer means the Committee member holding office as the Treasurer of the Association;

Vice President means the Committee member holding office as the Vice President of the Association.

2. NAME OF ASSOCIATION (ASSOCIATION) AND FINANCIAL YEAR

- (1) The name of the Association is **Canning Club (Inc.)**.
- (2) The financial year of the Association shall be from 1 July and ending on 30 June in the following year.
- (3) Each subsequent financial year of the Association is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY, OBJECTS AND POWERS OF ASSOCIATION

3. NOT-FOR-PROFIT BODY, OBJECTS AND POWERS OF ASSOCIATION

- (1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under sub-rule 3(3).
- (3) A payment to a member out of the funds of the Association is authorised if it is:
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.
- (4) The objects of the Association shall be as follows:
 - (a) To foster a family friendly environment of dignity and respect for all members and visitors of the Association.
 - (b) To provide a means and central place of meeting for the exchange of knowledge of firearms, ammunition and shooting.
 - (c) To promote, support or oppose any action likely to affect the sport of shooting.
 - (d) To educate and coach members and visitors in the art of shooting, safe handling of firearms and general knowledge of the laws relating to shooting.
 - (e) To encourage esprit de corps and friendship amongst members of this Association, other shooting Associations and other shooting organisations by initiating, promoting and endorsing competitions and social functions.
 - (f) To act at all times, on behalf of and in the interest of the members and the sport in the local area.
 - (g) To have regard to the public interest in its operation, and
 - (h) To undertake and/or do all other things or activities which are necessary. Incidental or conducive to the advancement of these Objectives.
- (5) The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association:
 - (a) Acquire, hold, deal with, and dispose of any real or personal property;
 - (b) Open and operate bank accounts;
 - (c) Invest its money:
 - i. In any security in which trust monies may lawfully be invested; or
 - ii. In any other manner authorised by the rules of the Association;
 - (d) Borrow money upon such terms and conditions as the Association thinks fit;
 - (e) Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
 - (f) Appoint agents to transact any business of the Association on its behalf;
 - (g) Enter into any other contract it considers necessary or desirable;

- (h) May act as a trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the Constitution; and
- (i) To affiliate with bodies whose objects are similar or conducive to the objects of the Association.

CANNING CLUB



PART 3 — MEMBERS

DIVISION 1 — MEMBERSHIP

4. ELIGIBILITY FOR MEMBERSHIP

- (1) Membership of the Association is open to any person who is:
 - (a) An adult who is eligible to hold a firearms license in Western Australia OR a Junior shooter of good character approved by a parent or legal guardian; and
 - (b) Compliant with the Association safety and induction guidelines.
- (2) The Association shall consist of the following classes of members:
 - (a) Ordinary members;
 - (b) Junior members; and
 - (c) Life members.
- (3) All members that are, prior to the approval of the Constitution under the Act, members of the Association, shall be deemed to be members for the purposes of the Constitution, from the time of approval of the Constitution under the Act.

5. APPLYING FOR MEMBERSHIP

- (1) A person that wants to become a member must apply in writing to the Association on the prescribed form.
- (2) Any application for membership must provide the information required to be submitted by the Committee and be accompanied by any nomination fee determined by the Committee to be appropriate from time to time.
- (3) Have successfully completed the Association safety induction program.
- (4) Hold a current WA Firearms License OR provide a National Police clearance certificate.
- (5) In the case of the applicant being under 18 years of age, provide a letter of permission from a parent or court appointed guardian.

6. DEALING WITH MEMBERSHIP APPLICATIONS

- (1) The Committee must consider each application made under rule 5 at a Committee meeting and must at the Committee meeting or the next Committee meeting, consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) An applicant whose application for membership of the Association is rejected under sub-rule 6(1) must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the decision.
- (3) When notice is given under sub-rule 6(2), the Association at a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard, or make representations in writing to, the Association at a general meeting.

- (4) The Committee may delay its consideration of an application if the Committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.

7. BECOMING A MEMBER

An applicant for membership of the Association becomes a member when:

- (a) the Committee accepts (approves) the application; and
- (b) the applicant pays any membership fees payable to the Association under rule 9.

8. WHEN MEMBERSHIP CEASES

- (1) A person ceases to be a member when any of the following takes place:
 - (a) for a member who is an individual, the individual dies;
 - (b) the person resigns from the Association under rule 9;
 - (c) the person is expelled from the Association under rule 16;
 - (d) the person ceases to be a member under sub-rules 11(3) and 11(6).
- (2) The Secretary must keep a record, for at least one year after a person ceases to be a member, of:
 - (a) the date on which the person ceased to be a member; and
 - (b) the reason why the person ceased to be a member.

9. RESIGNATION

- (1) A member may resign from membership of the Association by giving written notice of the resignation to the Secretary.
- (2) The resignation takes effect:
 - (a) when the Secretary receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.
- (3) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Club (the **owed amount**) at the time of resignation.

10. RIGHTS NOT TRANSFERABLE

The rights of a member are not transferable and end when membership ceases.

DIVISION 2 — MEMBERSHIP FEES

11. MEMBERSHIP FEES

- (1) The members may from time to time at a general meeting determine the amount of the annual membership fee to be paid for membership of the Association.
- (2) Each member must pay to the Treasurer, or another person authorised by the committee to accept payments, annually on or before 31 July or such date as the Committee from time to time determines, the amount of the membership fee determined under sub-rule 11(1) which may be different for different classes of membership.
- (3) Subject to sub-rule 11(5), a member whose membership fee is not paid within 2 months after memberships fees become due, ceases on the expiry of that period to be a member, unless the Committee decides otherwise.

- (4) Subject to sub-rule 11(5), a member whose membership fee is not paid within 1 month after membership fees become due, will be considered ineligible for active participation in Association shooting activities.
- (5) A person exercises all the rights and obligations of a member for the purpose of the Constitution if his or her membership fee is paid on or before the relevant date fixed by or under sub-rule 9(2) or within 2 months thereafter, or such other time as the Committee allows.

12. RENEWAL OF MEMBERSHIP OF ASSOCIATION

- (1) Prior to the due date for membership fees to be paid to the Association, the Committee of Management shall decide upon the suitability of each member to renew their membership.
- (2) This decision shall be made before or during the Committee meeting prior to the date for renewal of membership.
- (3) At such Committee meeting, any member who is deemed ineligible to have membership renewed, will be identified and reasons given for their non-renewal.
- (4) The Committee shall conduct a vote confirming the non-renewal of each member. Each Committee member must participate in this vote either personally or in writing. Upon this vote succeeding by 75%, the member shall be deemed ineligible to renew their membership of the Association and shall be notified in writing prior to renewals being opened.
- (5) A member who receives this notification shall cease to be a member 14 days after the date referred to in such notification subject to the appeals process in sub-rules 15(4) and 15(5).

DIVISION 3 – REGISTER OF MEMBERS

13. REGISTER OF MEMBERS

- (1) The Secretary is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (2) The register of members must be kept at the Secretary's place of residence, or at another place determined by the Committee.
- (3) A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.
- (4) If:
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the Committee shall require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose relates to the affairs of the Association.

- (5) The Secretary must cause the name of a person who dies or who ceases to be a member under rule to be deleted from the register of members referred to in sub-rule 11(1).

CANNING CLUB



PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

DIVISION 1 — TERM USED

14. TERM USED: MEMBER

In this Part —

member, in relation to a member who is expelled from the Association, includes former member.

DIVISION 2 — DISCIPLINARY ACTION

15. SUSPENSION OR EXPULSION OF MEMBERS OF ASSOCIATION

- (1) If the Committee considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, or contravenes the Constitution, the Committee must communicate in writing to the member:
 - (a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
 - (b) particulars of that conduct upon which this decision is based,not less than 30 days before the date of the Committee meeting referred to in paragraph (a).
- (2) At the Committee meeting referred to in a notice communicated under sub-rule 15(1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard, or to make representations in writing to the Committee, suspend or expel or decline to suspend or expel that member from membership of the Association and must within 14 days after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- (3) Subject to sub-rule 15(5), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the notice to suspend or expel that member is communicated to him or her under sub-rule 15(2).
- (4) A member who is expelled under sub-rule 15(2) must, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the 14 days referred to in sub-rule 15(3).
- (5) When notice is given under sub-rule 15(4):
 - (a) the Association at a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association at the general meeting; and
 - (b) the member who gives notice of appeal does not cease to be a member unless and until the decision of the Committee to expel him or her is confirmed under sub-rule 15(5)(a).

16. CONSEQUENCES OF SUSPENSION

- (1) During the period a member's membership is suspended, the member:

- (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (2) When a member's membership is suspended, the Secretary must record in the register of members:
- (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (3) When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.

DIVISION 3 — RESOLVING DISPUTES AND MEDIATION

17. TERMS USED

In this Division:

grievance procedures means the procedures set out in this Division;

party to a dispute includes a person:

- (a) who is party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

18. APPLICATION OF DIVISION

The procedure set out in this Division (the grievance procedure) applies to disputes:

- (a) between members; or
- (b) between one or more members and the Association; or
- (c) if the Association provides services to non-members, those non members who receive services from the Association, and the Association.

19. PARTIES TO ATTEMPT TO RESOLVE A DISPUTE

The parties to the dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

20. HOW A GRIEVANCE PROCEDURE IS STARTED.

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the required time by rule 17, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (2) The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;

- (ii) in the case of a dispute between a relevant non-member (as defined by sub-rule 16(c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (3) A member of the Association can be a mediator.
 - (4) The mediator cannot be a member who is party to the dispute.
 - (5) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
 - (6) The mediator, in conducting the mediation, must;
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) Ensure that natural justice is given to the parties to the mediation throughout the mediation process.
 - (7) The mediator cannot determine the matter that is the subject of the mediation.
 - (8) The mediation must be confidential and without prejudice.
 - (9) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act.



PART 5 — COMMITTEE

DIVISION 1 — POWERS OF COMMITTEE

21. COMMITTEE

- (1) The Committee members are the persons who, as the management Committee of the Association, have the power to manage the affairs of the Association.
- (2) Subject to the Act, the Constitution, the By-Laws and any resolution passed at a general meeting, the Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- (3) The Committee must take all reasonable steps to ensure that the Association complies with the Act, the Constitution and the By-Laws.

DIVISION 2 — COMPOSITION OF COMMITTEE AND DUTIES OF MEMBERS

22. COMMITTEE MEMBERS

- (1) Subject to rule 39, the affairs of the Association the Committee will consist of:
 - (a) The office holders of the Club; and
 - (b) In addition to the office holders, the positions as determined in by-law 14 of the Canning Club By-Laws.
- (2) The following are the office holders of the Club:
 - (a) the President;
 - (b) the Vice President;
 - (c) the Secretary;
 - (d) the Treasurer.
- (3) A person may be a Committee member if the person is:
 - (a) an individual who has reached 18 years of age;
 - (b) a full financial member of the Association for a period of not less than 12 months; and
 - (c) complies with the requirements of Canning Club by-law 14.

23. PRESIDENT AND VICE PRESIDENT

- (1) It is the duty of the President to consult with the Secretary regarding the business to be conducted at each Committee meeting and general meeting.
- (2) The President has the powers and duties relating to convening and presiding at Committee meetings and presiding at general meetings provided for in the Constitution
- (3) In the event of the absence from a general meeting of:
 - (a) the President, the Vice President; or
 - (b) both the President and the Vice President, a member elected by the other members present at the general meeting, must preside at the general meeting.
- (4) In the event of the absence from the Committee of:

- (a) The President, the Vice President; or
- (b) Both the President and the Vice President, a Committee member elected by the other Committee members present at the Committee meeting,

must preside at the Committee meeting.

24. SECRETARY

The Secretary has the following duties:

- (a) coordinate the correspondence of the Association;
- (b) consult with the Chairperson regarding the business to be conducted at each Committee meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the Committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of the Constitution, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the Committee to do so, maintaining on behalf of the Association a record of Committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of Committee meetings and general meetings;
- (i) carrying out any other duty given to the Secretary under the Constitution or by the Committee.

25. TREASURER

The Treasurer has the following duties:

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Committee;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Committee or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (h) carrying out any other duty given to the treasurer under the Constitution or by the Committee.

DIVISION 3 — ELECTION OF COMMITTEE MEMBERS AND TENURE OF OFFICE

26. HOW MEMBERS BECOME COMMITTEE MEMBERS

A member becomes a Committee member if the member:

- (a) is elected to the Committee at a general meeting; or
- (b) is appointed to the Committee by the Committee to fill a casual vacancy under rule 31.

27. NOMINATION OF COMMITTEE MEMBERS

- (1) At least 28 days before an Annual General Meeting, the Secretary must send written notice to all the members:
 - (a) calling for nominations for election to the Committee; and
 - (b) stating the date by which nominations must be received by the Secretary to comply with sub-rule 27(2).
- (2) A member who wishes to be considered for election to the Committee at the annual general meeting must nominate for election by sending written notice of the nomination to the Secretary at least 10 days before the Annual General Meeting.
- (3) The written notice must include a statement by another member in support of the nomination.
- (4) A member may nominate for more than one specified position of office holder of the Association.
- (5) To be eligible to hold a Committee position the member must be over the age of 18 and have been a financial member of the Association for a period of not less than 12 months and meet the criteria as detailed in Canning Club by-law 14.
- (6) A member whose nomination does not comply with this rule is not eligible for election to the Committee.

28. ELECTION OF COMMITTEE MEMBERS

- (1) At the annual general meeting, a separate election must be held for each Committee position of the Association.
- (2) A person who is eligible for election or re-election under this rule may:
 - (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself
- (3) If there is no nomination for a position, the Chairperson of the meeting may call for nominations from the members at the meeting.
- (4) If only one member has nominated for a position, the Chairperson of the meeting must declare the member elected to the position.
- (5) If more than one member has nominated for a position, the members at the meeting must vote in accordance with procedures that have been determined by the Committee to decide who is to be elected to the position.
- (6) Each member present at the meeting may vote for one member who has nominated for the position.

- (7) On the member's election, the new President of the Association may take over as the chair of the meeting.
- (8) If the number of persons nominated in accordance with sub-rule 27(5) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled;
 - (a) the Secretary must report accordingly to; and
 - (b) the President must declare those persons to be duly elected as members of the Committee at, the Annual General Meeting.
- (9) If vacancies remain on the Committee after declaration under sub-rule 28(8), additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies, the President must declare those persons to be duly elected as members of the Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- (10) If a vacancy remains on the Committee after the application of sub-rule 28(9), or when a casual vacancy occurs within the membership of the Committee:
 - (a) the Committee may appoint a member to fill that vacancy; and
 - (b) a member appointed under sub-rule 28(10)(a) will:
 - (i) hold office until the election referred to in sub-rule 28(1).

29. TERM OF OFFICE

- (1) Subject to sub-rule 28(10), a Committee member's term will be from his or her election at an annual general meeting until the election referred to in sub-rule 28(1) at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Committee.

30. RESIGNATION FROM OFFICE

- (1) A Committee member may resign from the Committee by written notice given to the Secretary or, if the resigning member is the Secretary, given to the President.
- (2) The resignation takes effect:
 - (a) when the notice is received by the Secretary or President; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) The Committee member who has resigned may not remain on the Committee without holding an office under rule 22.

31. FILLING CASUAL VACANCIES ON COMMITTEE

- (1) A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member;
 - (a) dies;
 - (b) resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice President and that resignation is accepted by resolution of the Committee;
 - (c) is convicted of an offence under the Act;
 - (d) is permanently incapacitated by mental or physical ill health;
 - (e) is absent from more than:

- (i) 3 consecutive Committee meetings; or
 - (ii) 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings; of which the meetings the member received notice, and the Committee has resolved to declare the office vacant;
 - (f) Ceases to be a member of the Association; or
 - (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member who is eligible under rule 27(5) to fill the position within 14 days after the vacancy arises.
- (3) The appointment to a casual vacancy shall only be made to the next annual general meeting at which time the position will become vacant.

DIVISION 4 — COMMITTEE MEETINGS

32. COMMITTEE MEETINGS

- (1) The Committee must meet for the dispatch of business not less than 10 times in each year on the dates and at the times and places determined by the Committee.
- (2) The President, or at least half the members of the Committee, may at any time convene a meeting of the Committee subject to sub-rules 36(1) and 36(2).

33. NOTICE OF COMMITTEE MEETINGS

- (1) Notice of each Committee meeting must be given to each Committee member at least 48 hours before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless sub-rule 33(4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Committee members at the meeting unanimously agree to treat that business as urgent.

34. PROCEDURE AND ORDER OF BUSINESS

- (1) The President or, in the President's absence, the vice President must preside as Chairperson of each Committee meeting.
- (2) If the President and vice President are absent or are unwilling to act as Chairperson of a meeting, the Committee members at the meeting must choose one of them to act as Chairperson of the meeting.
- (3) The procedure to be followed at a Committee meeting must be determined from time to time by the Committee.
- (4) The order of business at a Committee meeting may be determined by the Committee members at the meeting but must include, after the meeting has been declared open, a declaration of

conflict of interest by any Committee member that has a conflict of interest with respect to any particular item on the agenda of that meeting.

- (5) As required under the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must:
 - (a) As soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
 - (b) Not take part in any deliberations or decision of the Committee with respect to the contract.
- (6) Sub-rule 34(5)(a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.
- (7) The Secretary must cause every disclosure made under sub-rule 34(5)(a) by a member of the Committee be recorded in the minutes of the meeting of the Committee at which it is made.
- (8) A member or other person who is not a Committee member may attend a Committee meeting as an observer.
- (9) A person attending a Committee meeting under sub-rule 34(8)
 - (a) has no right to any agenda, minutes or other document circulated at the meeting due to possible confidential matters; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Chairperson to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

35. USE OF TECHNOLOGY TO BE PRESENT AT COMMITTEE MEETINGS

- (1) A recording device may be used to record the business of a Committee meeting by the Secretary or his/her delegate.

36. QUORUM FOR COMMITTEE MEETINGS

- (1) At a Committee meeting, 5 Committee members constitute a quorum subject to sub-rule 36(2).
- (2) A quorum must include 2 of the following officers: President, Vice President, Treasurer or Secretary.

37. VOTING AT COMMITTEE MEETINGS

- (1) Each Committee member present at a Committee meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a majority of the Committee members present at the Committee meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) A vote may take place by the Committee members present indicating their agreement or disagreement or by a show of hands, unless the Committee decides that a secret ballot is needed to determine a particular question.

- (5) If a secret ballot is needed, the Chairperson of the meeting must decide how the ballot is to be conducted.

38. MINUTES OF COMMITTEE MEETINGS

- (1) The Committee must ensure that minutes are taken and kept of each Committee meeting.
- (2) The minutes must record the following —
 - (a) the names of the Committee members present at the meeting;
 - (b) the name of any person attending the meeting under rule 34(8);
 - (c) the business considered at the meeting; and
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Committee meeting must be entered in the Association's records within 30 days after the meeting is held.
- (4) The Chairperson must ensure that the minutes of a Committee meeting are reviewed and signed as correct by —
 - (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next Committee meeting.
- (5) When the minutes of a Committee meeting have been moved and seconded as correct, they may be signed by the Chairperson and are, until the contrary is proved, evidence that:
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.
- (6) An approved copy of the minutes which has confidential information redacted, will be provided to all members through the monthly newsletter.

DIVISION 5 — SUBCOMMITTEES

39. SUBCOMMITTEES

- (1) The Committee may delegate in writing, to one or more sub-Committee (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than:
 - (a) the power of delegation; and
 - (b) a function which is duly imposed on the Committee by the Act or any other law.
- (2) Any delegation under sub-rule 38(1) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise and function delegated.
- (3) The Committee may in writing, revoke wholly or in part any delegation under sub-rule 38(1).

PART 6 — GENERAL MEETINGS OF ASSOCIATION

40. ANNUAL GENERAL MEETING

- (1) The Committee must determine the date, time and place of the annual general meeting.

- (2) If it is proposed to hold the annual general meeting more than 6 months after the end of the Association's financial year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (3) The ordinary business of the annual general meeting is as follows —
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the Committee's annual report on the Association's activities during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
 - (iii) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
 - (c) to elect the Committee members of the Association;
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
- (4) Any other business of which notice has been given in accordance with the Constitution may be conducted at the annual general meeting.

41. SPECIAL GENERAL MEETINGS

- (1) The Committee may at any time convene a special general meeting.
- (2) The Committee must within 30 days of:
 - (a) receiving a request in writing to do so from not less than 20 active members, convene a special general meeting for the purpose specified in that request; or
 - (b) the Secretary receiving a notice under sub-rules 6(2) and 14(4), convene a general meeting to deal with the appeal to which that notice relates.
- (3) The members making a request for a special general meeting to be convened under sub-rule 41(2)(a) must:
 - (a) make the requirement by written notice given to the Secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) If a special general meeting is not convened within the relevant period of 30 days referred to:
 - (a) In sub-rule 41(2)(a), the members concerned who made the request may themselves convene a special general meeting as if they were the Committee; or
 - (b) In sub-rule 41(2)(b), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Committee.
- (5) A special general meeting convened by members under sub-rule 41(4)(a):
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (6) When a special general meeting is convened under sub-rules 41(4)(a) or 41(4)(b), the Association must pay reasonable expenses of convening and holding the special general meeting.

42. NOTICE OF GENERAL MEETINGS

- (1) Subject to sub-rule 42(3), the Secretary must give to all members not less than 14 days clear notice (inclusive of the first day of notice) of a special general meeting and that notice must specify:
 - (a) when and where the general meeting concerned is to be held; and
 - (b) the particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (2) Subject to sub-rule 42(3), must give to all members not less than 21 days clear notice (inclusive of the first day of notice) of an annual general meeting and that notice must specify:
 - (a) when and where the annual general meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, as follows:
 - (i) first, the consideration of the accounts and reports of the Committee;
 - (ii) second, the election of Committee members to replace outgoing Committee members; and
 - (iii) third, any other business requiring consideration by the Association at the general meeting.
- (3) A special resolution may be moved at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 14 days notice as specified in sub-rule 42 (1) or 21 days notice as specified in sub-rule 42(2) of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rules 42(1) and 42(2), as relevant the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (4) The Secretary must give a notice under sub-rule 42(1), 42(2) or 42(3) by:
 - (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 11; or
 - (c) Sending it by email to a member using the email address approved by that member.
- (5) When a notice is sent by post under sub-rule 42(4)(b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addresses and posted to the member concerned by ordinary prepaid mail.
- (6) When a notice is sent by email under sub-rule 42(4)(c), sending of the notice will be deemed to be properly effected if the notice is emailed to the member concerned and not returned as undeliverable.

43. QUORUM ADJOURNMENTS AND PROCEEDINGS AT GENERAL MEETINGS

- (1) At a general meeting, 10% of financial members present in person constitute a quorum.
- (2) The President or, in the President's absence, the Vice President must preside as Chairperson of each general meeting.
- (3) If the President and Vice President are absent or are unwilling to act as Chairperson of a general meeting, the Committee members at the meeting must choose one of them to act as Chairperson of the meeting.
- (4) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under sub-rule 42(1) and 42(2):
 - (a) as a result of a request or notice referred to in sub-rule 42(2) or as a result of action taken under sub-rule 41(4) a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in sub-rule 43(4)(a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

- (5) If within 30 minutes of the time appointed by sub-rule 43(4)(b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (6) The Chairperson may at a general meeting, with the consent of the majority of members at which a quorum is present, and must, as directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (7) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (8) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under sub-rule 42(2) of the adjourned general meeting as if that general meeting were a fresh general meeting.

44. VOTING AND PASSING OF RESOLUTIONS AT A GENERAL MEETING

- (1) At a general meeting:
 - (a) An ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule 44(3); and
 - (b) A special resolution put to the vote will be decided in accordance with section 51 of the Act as defined in rule 1, and, if a poll is demanded, in accordance with sub-rules 44(3) and 44(5).
- (2) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting, will be evidenced of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule 44(3).
- (3) At a general meeting, a poll may be demanded by the Chairperson, or by 3 or more members present in person and, if so demanded, must be taken in such manner as the Chairperson directs.
- (4) If a poll is demanded and taken under sub-rule 44(3) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (5) A poll demanded under sub-rule 44(3) must be taken immediately on that demand being made.
- (6) A member younger than 18 years of age is not eligible to vote at a general meeting.

45. MINUTES OF GENERAL MEETING

- (1) The Secretary, or a person authorised by the Committee from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record:
 - (a) the names of the members attending the meeting; and
 - (b) the financial statements or financial report presented at the meeting; and
 - (c) any report of the review or auditor's report on the financial statements or financial report presented at the meeting.

- (4) The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (5) The Chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by —
 - (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that :
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

46. SOURCE OF FUNDS

The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the committee.

47. CONTROL OF FUNDS

- (1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- (3) The committee may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
 - (a) 2 committee members; or
 - (b) one committee member and a person authorised by the committee.
- (5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

48. FINANCIAL STATEMENTS AND FINANCIAL REPORTS

- (1) For each financial year, the committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (2) Without limiting subrule (1), those requirements include —
 - (a) as a tier 1 association, the preparation of the financial statements; and
 - (b) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (c) the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

PART 8 — GENERAL MATTERS

49. BY-LAWS

- (1) The Committee of Management shall have the power to make, alter and rescind any by-laws that it considers necessary for the effective administration of the Association, provided that no by-law may be inconsistent with the Constitution.
- (2) These by-laws may be changed by a simple majority vote at any Committee meeting in which a quorum exists.
- (3) These by-laws must be maintained, in their current form, by the Secretary of the Association.
- (4) An alteration of these by-laws must be recorded in a timely fashion by the Secretary of the Association and published to the membership as soon as practicable.
- (5) An alteration of the by-laws shall take effect immediately upon publication.
- (6) These by-laws bind every member and the Association to the same extent as if every member and the Association has signed and sealed the Constitution and agreed to be bound by all their provisions.
- (7) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or Constitution.

50. INSPECTION OF RECORDS AND DOCUMENTS

- (1) Sub-rule (2) applies to a member who wants to inspect:
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and contact information of Committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (c) any other record or document of the Association.
- (2) The member must contact the Secretary in writing to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member wants to inspect a document that records the minutes of a Committee meeting, the right to inspect that document is subject to any decision the Committee has made about minutes of Committee meetings generally, or the minutes of a specific Committee meeting, being available for inspection by members.
- (5) The member may make a copy of or take an extract from a record or document referred to in sub-rule 50(1)(c) but does not have a right to remove the record or document for that purpose.
- (6) The member must not use or disclose information in a record or document referred to in sub-rule 50(1)(c) except for a purpose:
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

51. ALTERATION OF THIS CONSTITUTION

- (1) If the Association wants to alter or rescind any of the Constitution, or to make additional rules, the Association may do so only by special resolution (requiring 75% of the members present at a special general meeting to vote in favour of the special resolution) and by otherwise complying with Part 3 Division 2 of the Act.
- (2) Amendments to the rules do not take effect until required documents are lodged with the Commissioner, even if the amendments do not require the approval of the Commissioner under section 31 or section 33 of the Act. The required documents must be lodged within one month after the special resolution is passed.

52. INDEMNITY

- (1) To the fullest extent permitted by law, the Association indemnifies and agrees to keep every office holder against all acts, omissions, or defaults (including those of third parties, or by way of deficiency of title of property) except where the liability arises out of fraudulent, dishonest or criminal behaviour, or conduct involving lack of good faith on behalf of the indemnified Members.
- (2) No office holder shall be liable for the acts, receipts, neglects, or defaults of any other member or office holder for joining in any receipt or other acts for conformity or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by or on behalf of the Association or for the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any money, securities or effects shall be deposited or for any losses or error of judgement, omission, default or oversight on his or her own part or for any other loss, damage or misfortune whatsoever which shall happen in relation to the execution of the duties of his or her office or in relation thereto unless the same happens through his or her own wilful default or neglect.