

CONSTITUTION OF THE DARWIN BUSHWALKING CLUB INCORPORATED

1 Name

The name of the club is Darwin Bushwalking Club Incorporated, hereinafter referred to as the Club.

2 Objects

The objects of the Club are to:

- 2.1 promote bushwalking and allied activities;
- 2.2 foster appreciation and conservation of the Australian countryside, bushlands, flora and fauna, and encourage field studies;
- 2.3 compile bushwalking information;
- 2.4 co-operate with organisations and persons having similar interests and objectives; and
- 2.5 support the establishment and maintenance of national parks and wilderness areas.

3 Powers of the Club

- 3.1 To acquire, hold, deal with, and dispose of any real and personal property.
- 3.2 To open and operate bank accounts.
- 3.3 To invest its money in securities in which trust moneys may be invested.
- 3.4 To borrow money upon such terms and conditions as the Club thinks fit.
- 3.5 To give such security for the discharge of liabilities incurred by the Club as the Club thinks fit.
- 3.6 To appoint agents to transact any business of the Club on its behalf.
- 3.7 To enter into any other contract the Club considers necessary or desirable.
- 3.8 To raise funds by any legal means.

4 Non-profit Organisation

- 4.1 The income and property of the Club, however derived, shall be applied solely towards the promotion of the purposes of the Club and no portion thereof shall be paid or transferred, directly or indirectly by dividend, bonus or otherwise to any member of the Club.
- 4.2 The Club shall not pay any person who is a member of the Club any remuneration or other benefit in money or money's worth other than the repayment of out-of-pocket expenses.
- 4.3 Nothing in the foregoing provisions prevents the payment in good faith to a servant or member of the Club of:
 - 4.3.1 remuneration in return for services actually rendered to the Club by the servant or members or for goods supplied to the Club by the servant or member in the ordinary course of business;
 - 4.3.2 interest at current bank overdraft rate on money lent; or
 - 4.3.3 a reasonable and proper sum by way of rent for premises let to the Club by the servant or member.

5 Membership

- 5.1 Any person who wishes to further the interests of the Club may be admitted to the grade of Associate Member or Junior Member.
- 5.2 Qualifications for admission to the grade of full member shall be determined by Special Resolution at a General Meeting.
- 5.3 Any person seeking membership shall make application to the Club and the Committee shall determine whether the application is successful or not. Applicants denied membership shall be advised in writing.
- 5.4 Each person admitted to membership shall be:
 - 5.4.1 bound by the constitution and by laws of the Club; and
 - 5.4.2 liable for such fees and subscriptions as may be fixed by the Club.
- 5.5 Membership categories:
 - 5.4.1 **Full member:** Any person who is a financial full member of the Club is entitled to vote at meetings.
 - 5.4.2 **Associate member:** A person on first joining the Club shall be as an associate member. An associate member shall not be eligible to vote at general meetings. Distribution of newsletters to an Associate member shall be at the discretion of the committee.
 - 5.4.3 **Junior member:** Any person under the age of 16 years may become a junior member. A junior member shall have no voting rights and shall not be entitled to hold any office.
 - 5.4.4 **Reciprocal member:** A financial member of another organisation having similar objects may be accepted by the leader of a walk as a reciprocal member for a period not exceeding four weeks. A reciprocal member shall not be eligible to vote at a meeting.
 - 5.4.5 The grade of admission of a former member who has been unfinancial shall be determined by the committee.
 - 5.4.6 **Life member:** A member who has given outstanding service to the Club may be elected by a general meeting as a Life Member. Any member may nominate a person to the Secretary for consideration for Life Membership. An honorary life member shall have the same voting rights as a financial member.
 - 5.4.7 **Patron:** The Club may elect a patron/s or vice patron/s of the Club for any term. Such patron/s or vice patron/s shall not be eligible to vote unless they are financial members of the club under another category of membership.
- 5.6 A member may at any reasonable time inspect the records and documents of the Club.

6 Termination of Membership

- 6.1 The Committee shall have the power to suspend or expel any member of the Club for non-payment of any fees, false or inaccurate statements made in the member's application for membership of the Club, breach of any By-law of the Club or commission of any act detrimental to the Club.
- 6.2 Any member who is suspended or has their membership terminated shall have the right to appeal at an Annual General Meeting or Special General Meeting and the decision of the meeting shall be final.

7 Committee

- 7.1 Management of the Club shall be vested in a Committee elected by the members at the Annual General Meeting and consisting of:
 - 1.1.1 President;
 - 1.1.2 Vice President;
 - 1.1.3 Secretary;
 - 1.1.4 Treasurer; and
 - 1.1.5 Four committee members.
- 7.2 One of the elected Committee members, as determined by the Committee, shall be Public Officer.
- 7.3 A member of the Committee shall be a full or life member of the Club, and shall hold office until the next Annual General Meeting unless their membership lapses, is terminated in accordance with Clause 6, or they resign by written notice to the Secretary. Committee members may serve consecutive terms.
- 7.4 The Committee shall meet at least once in every three months for the conduct of Club business.
- 7.5 The President, Secretary or any two Committee members may request that the Secretary convene a meeting of the Committee giving at least three days' notice of the meeting.
- 7.6 A quorum of the committee shall be four.
- 7.7 If the President or Vice President is not there then a person nominated by the meeting shall chair that meeting.

8 Powers of the Committee

- 8.1 The Committee shall determine policy, carry out the day to day running of the Club and shall have power to:
 - 8.1.1 administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account;
 - 8.1.2 fix the manner in which such banking accounts shall be operated upon;
 - 8.1.3 collect subscriptions and fees payable by members and others;
 - 8.1.4 cause minutes to be made of all proceedings at committee meetings and General Meetings;
 - 8.1.5 co-opt a Club member to fill any casual vacancy on the Committee;
 - 8.1.6 appoint Club members to positions of newsletter editor, membership or other officers, such officers being then entitled to attend (but not vote at) Committee meetings;
 - 8.1.7 employ a person or persons to carry out certain duties required by the Club at salaries or remunerations for such periods of time, as may be deemed necessary; and
 - 8.1.8 appoint a person to any unfilled position on the Committee until the next General Meeting; and appoint persons to have custody of the Club's records, documents and securities.

9 Annual General Meeting and Special General Meetings

9.1 Annual General Meeting:

- 9.1.1 The Annual General Meeting of the Club shall be held not later than the last day of May.
- 9.1.2 At least twenty-one days notice of the date of the Annual General Meeting shall be given to all members. The notice shall call for written nomination of full or life members for all Committee positions (refer Clause 7.1). Written nominations shall include the names of the mover and seconder, and confirm the nominee's acceptance. Nominations for each position shall remain open until the Chair requests final nominations for that position and the relevant vote is taken.
- 9.1.3 A quorum at the Annual General Meeting shall be ten members or one sixth of the financial membership, whichever is the smaller number. If at the end of 30 minutes after the time given in the notice for the opening of the Meeting there be no quorum the meeting shall adjourn for one week. If at such meeting there is no quorum then those members present shall be competent to discharge the business of the meeting.
- 9.1.4 The agenda for the Annual General Meeting shall be:
- opening of meeting
 - apologies
 - confirmation of minutes of previous annual general meeting
 - annual report
 - adoption of annual report
 - special purpose financial report (NT Associations Act)
 - election of new committee
 - determination of annual subscriptions
 - special motions and By-laws
 - any other business
 - closure

9.2 Special General Meetings

- 9.2.1 A Special General Meeting to consider special motions may be called by the Committee or at the request of the President and Secretary and shall be called on the written request of six financial members of the Club.
- 9.2.2 At least twenty-one days notice in writing of the Special General Meeting shall be given to all members. Notice of a Special General Meeting shall set out clearly the special motions for which the meeting has been called.
- 9.2.3 A quorum at a Special General Meeting shall be ten members or one sixth of the financial membership, whichever is the smaller number.

10 Voting

- 10.1 Voting powers at General Meetings:

- 10.1.1 The Chair shall be entitled to a deliberate vote and, in the event of a tied vote, the Chair shall not have a casting vote and the motion shall not be carried.
- 10.1.2 Each financial full member and life member shall have one vote. Postal votes or written proxies shall be allowed.
- 10.2 Voting Powers at Committee Meetings:
 - 10.2.1 The Chair shall be entitled to a deliberate vote, and in the event of a tied vote, the Chair shall not have a casting vote and the motion shall not be carried.
 - 10.2.2 Each committee member shall have one vote. Postal votes or written proxies shall be allowed.

11 Finance

- 11.1 The financial year shall end on the 28th of February.
- 11.2 All funds of the Club shall be deposited into the Club's accounts at such bank or recognised financial institution as the Committee may determine. Four signatories to the Club's bank accounts shall be nominated by the Committee and cheques shall be signed by any two of these.
- 11.3 The Treasurer may pay accounts without specific approval by the Committee of each account, as long as the total of all unapproved payments does not exceed a certain limit. The limit shall be set at an Annual General Meeting or Special General Meeting.
- 11.4 The Committee may advance Club funds to a member by way of an imprest account for the purpose of expenditure on Club business. The member shall be liable to repay any part of such advance not accounted for to the satisfaction of the Treasurer.
- 11.5 A statement of the financial position of the Club shall be presented to the Committee by the Treasurer in each quarter of the Club's financial year.
- 11.6 A statement of Income and Expenditure, Assets and Liabilities and an auditor's report shall be submitted to the Annual General Meeting.

12 Common Seal (A rubber stamp on which is engraved the Club's name)

The common seal of the Club shall be kept by the Secretary. The seal shall not be used or affixed to any document except pursuant to a resolution of the Committee and in the presence of at least the President and two members of the Committee, who shall subscribe their names as witnesses.

13 Special resolutions

- 13.1 The following business shall be transacted only by special resolution at an Annual General Meeting or Special General Meeting:
 - 13.1.1 alteration, repeal or addition to the constitution;
 - 13.1.2 winding up of the Club;
 - 13.1.3 alteration, repeal or addition to the by laws; or
 - 13.1.4 any outstanding grievance or complaint.

- 13.2 Twenty-one days written notice of any special resolution shall be given to all members.
- 13.3 A special resolution shall be passed by at least three-quarters of those voting. Postal votes and written proxies will be allowed.

14 Grievance and Disputes procedures

This clause applies to disputes between a member and the Association, or a member and another member in relation to a dispute concerning the affairs of the Association.

- 14.1 Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute and, if possible, resolve the dispute.
- 14.2 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- 14.3 The mediator must be either:
- 14.3.1 a person chosen by agreement between the parties; or
 - 14.3.2 in the absence of agreement, a person who is a mediator appointed or employed by the department administering the Act.
- 14.4 A member of the Club cannot be a mediator.
- 14.5 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 14.6 The mediator, in conducting the mediation, must –
- 14.6.1 give the parties to the mediation process every opportunity to be heard;
 - 14.6.2 allow due consideration by all parties of any written statement submitted by any party; and
 - 14.6.3 ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- 14.7 The mediator must not determine the dispute.
- 14.8 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 or otherwise at law.

15 Dissolution

- 15.1 If, on the winding up of the Club any property of the Club remains after the satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding up, that property shall be distributed:
- 15.1.1 to another incorporated club having objects similar to those of the Club; or
 - 15.1.2 for charitable or benevolent purposes, which incorporated club or purposes, as the case requires, shall be determined by the resolution of the members.

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