

**CONSTITUTION OF  
ILLAWARRA RAMBLERS INC  
JUNE 2015**

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# Part 1 – Preliminary

## 1 Club Name

The name of the club shall be the Illawarra Ramblers Inc hereinafter referred to as the “Club”.

## 2 Objectives

The objectives of the Club are: To organise, participate in and promote activities such as but not limited to bushwalking, bike riding and kayaking.

## 3 Definitions

(1) In this constitution:

**Director-General** means the Director-General of the Department of Services, Technology and Administration.

**ordinary committee member** means a member of the committee who is not an office-bearer of the club.

**secretary** means:

- (a) the person holding office under this constitution as secretary of the club, or
- (b) if no such person holds that office – the public officer of the club.

**special general meeting** means a general meeting of the club other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the Associations Incorporation Regulation 2010.

(2) In this constitution:

- (a) a reference to function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function included, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

# Part 2 – Membership

## 4 Membership

The committee may admit to membership any natural person.

## 5 Cessation of membership

A person ceases to be a member of the club if the person fails to pay the annual membership fee under clause (8) within 3 months after the fee is due.

## 6 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the club:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person’s membership.

## 7 Register of membership

(1) The club must establish and maintain a register of members of the club specifying the name and postal or residential address of each person who is a member of the club.

(2) The register of members must be kept in New South Wales:

- (a) at the main premises of the club, or
- (b) if the club has no premises, at the club’s official address.

(3) The register of members must be open for inspection, free of charge, by any member of the club at any reasonable hour.

(4) A member of the club may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

(5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

(6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the club or other material relating to the club, or
- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **8 Fees and subscriptions**

A member, at times to be specified by the committee, shall pay the annual membership fee, an amount determined by the committee.

## **9 Members' liabilities**

The liability of a member of the club to contribute towards the payment of the debts and liabilities of the club or the costs, charges and expenses of the winding up of the club is limited to the amount, if any, unpaid by the member in respect of membership of the club as required by clause 8.

## **10 Resolution of disputes**

A dispute between a member and another member (in their capacity as members) of the club, or a dispute between a member or members and the club, shall be referred to and decided by the committee whose decision shall be final.

## **11 Disciplining of Members**

(1) Where the Committee is of the opinion that a member of the Club has:

- a) persistently refused or neglected to comply with the provision or provisions of the Constitution and/or Guidelines for Members; or
- b) persistently and willfully acted in a manner prejudicial to the Club, then the Committee may, by resolution:
  - 1 expel the member from the Club; or
  - 2 suspend the member from membership of the Club for a specified period.

(2) A notice advising the member concerned that he/she faces disciplinary action shall be mailed to the last known address of the member.

(3) The notice shall give details of the proposed disciplinary action and the reasons for it and shall invite the member to respond within 14 days either in writing or by personal appearance at a Committee meeting held not less than 17 days from the date of despatch of the notice.

(4) The member may appeal against the disciplinary action. The appeal must be in writing and be received by the Secretary of the Club not less than 21 days after the Committee meeting. A Committee Meeting shall be convened no later than 4 weeks after receipt of the appeal.

(5) Following a review of the reasons for the proposed disciplinary action and the member's response, the meeting shall vote. If the proposed disciplinary action is upheld by a majority of those present and voting it shall be effective immediately.

## **12 Life Memberships**

(1) A Life Membership may be awarded to a member in recognition of outstanding and extraordinary contributions to the Club.

(2) The Committee shall consider an application for Life Membership when requested to do so and its recommendations shall be referred to an Annual General Meeting, General Meeting or Extraordinary General Meeting. Requests should be presented in writing, signed by at least two members and contain as much evidence as possible to support the application.

## **Part 3 – The Committee**

### **13 Club management**

Subject to any direction of an Annual General Meeting or an Extraordinary General Meeting of members of the club, the management of the club shall be vested in a committee.

### **14 Composition and membership of committee**

(1) The committee will comprise a maximum of twelve members (positions). This number may be reduced by one for each committee member who holds two portfolios (see clause 14, subclause (4)).

(2) Officers and members of the committee shall be elected at the Annual General Meeting and are eligible for re-election subject to clause 19.

(3) Any financial member may nominate for any position.

(4) No person shall hold more than two positions concurrently with the exception of the function of vice president, who shall be elected by the incoming committee at the first meeting after the AGM.

(5) The method of voting and the manner in which nominations shall be called shall be determined by the committee or at the AGM.

(6) Any vacancies occurring in any of these positions during the year shall be advertised in the club's program and filled at the next committee meeting.

### **15 The Committee**

(1) The committee shall have the right to refuse membership, discipline a member (See clause 11) and to exercise all other powers reasonably required to manage the Club subject only to the provisions of this Constitution.

(2) No member of the Committee shall receive any remuneration in respect of his/her work as a Committee member, but nothing in the sub-clause shall prevent the Club paying the reasonable expenses of any Committee member when acting on behalf of the Club.

### **16 Secretary**

It is the duty of the secretary to keep minutes of:

- a) all appointments of office-bearers and members of the committee, and
- b) the names of members of the committee present at a committee meeting or a general meeting, and
- c) all proceedings at committee meetings and general meetings.

Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

### **17 Treasurer**

It is the duty of the treasurer of the club to ensure:

- (a) that all money due to the club is collected and received and that all payments authorized by the club are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the club, including full details of all receipts and expenditure connected with the activities of the club.

### **18 Removal of committee members**

(1) The club in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

(2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representation in writing to the secretary or president (not exceeding a reasonable length) and requests that the

representations be notified to the members of the club, the secretary or the president may send a copy of the representations to each member of the club, or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **19 Term of office of president**

No person shall hold the office of president for more than two consecutive years, but a person completing two successive years as president is eligible to stand again for the office of president after the lapse of at least one year.

## **20 Committee meetings and quorum**

(1) The committee must meet at least three times in each period of 12 months at such place and time as the committee may determine.

(2) Additional meetings of the committee may be convened by the president or by any member of the committee.

(3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

(4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

(5) Any five members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

(6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same day in the following week.

(7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

(8) At a meeting of the committee:

(a) the president or, in the president's absence, the vice-president is to preside, or

(b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

## **21 Delegation by committee to sub-committee**

(1) The committee may delegate to one or more sub-committees (consisting of such member or members of the club as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:

(a) this power of delegation, and

(b) a function which is a duty imposed on the committee by the Act or by any other law.

(2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

(3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

(4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.

(5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.

(6) The committee may revoke wholly or in part any delegation under this clause.

(7) A sub-committee may meet and adjourn as it thinks proper.

## **22 Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 14 (6), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## **Part 4 – General meetings**

### **23 Annual general meetings – holding of**

- (1) The club must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The club must hold its annual general meetings:
  - (a) within 6 months after the close of the clubs financial year, or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **24 Annual general meetings – calling of and business**

- (1) The annual general meeting of the club is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the committee reports on the activities of the club during the last preceding financial year,
  - (c) to elect office-bearers of the club and ordinary committee members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

### **25 Special general meetings – calling of**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the club.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the club.
- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the secretary.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

## **26 Notice**

(1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the club, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the club, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).

(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **27 Quorum for general meetings**

(1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item. 10% of membership or 10 financial members whichever is the lesser constitute a quorum for the transaction of the business of a general meeting.

(2) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- (a) if convened on the requisition of members, is to be dissolved, and
- (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(3) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three) are to constitute a quorum.

## **28 Presiding member**

The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the club. If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **29 Adjournment**

(1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in sub clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **30 Making of decisions**

(1) A question arising at a general meeting of the club is to be determined by a show of hands.

(2) A declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.



### **31 Voting**

- (1) On any question arising at a general meeting of the club a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the club unless all money due and payable by the member to the club has been paid.
- (4) Proxy voting must not be undertaken at or in respect of a general meeting.

## **Part 5 – Miscellaneous**

### **32 Insurance**

The club may effect and maintain insurance.

### **33 Funds – source**

- (1) The funds of the club are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the club in general meeting, such other sources as the committee determines.
- (2) All money received by the club must be deposited as soon as practicable and without deduction to the credit of the club's bank or other authorized deposit-taking institution account.
- (3) The club must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **34 Funds – management**

- (1) Subject to any resolution passed by the club in general meeting, the funds of the club are to be used in pursuance of the objects of the club in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee, being members authorized to do so by the committee.

### **35 Change of name, objects and constitution**

An application to the Director-General for registration of a change in the club's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

### **36 Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of the club at any reasonable hour:
  - (a) records, books and other financial documents of the club,
  - (b) this constitution
  - (c) minutes of all committee meetings and general meetings of the club.
- (2) A member of the club may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

### **37 Service of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by some form of electronic transmission, on the date it was sent.

### **38 Financial year**

The financial year of the club is:

- (a) the period of time commencing on the date of incorporation of the club and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the club, commencing on 1 July and ending on the following 30 June.

### **39 Winding up**

- (1) The club may only be wound up at an annual general meeting or special "Wind Up" meeting.
- (2) At least 14 days notice in writing of a special Wind Up meeting shall be given to all members of the club.
- (3) A Wind Up meeting shall be conducted in the same way as a Special General Meeting under Part 4 of this constitution except that a motion to wind up shall be passed only with a majority of 75% of the members entitled to a vote.
- (4) In the event of the club being wound up no property of any kind shall be given to any member or divided up amongst any members but shall be transferred to The National Parks Association or in the event that the National Parks Association does not at that time exist, to such institution or body as the committee decides is closest in its objectives and activities to the National Parks Association.