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DATE: September 2009

**BLACK  
MOUNTAIN  
ROWING CLUB  
INC**

# BLACK MOUNTAIN CLUB INCORPORATED

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## CONSTITUTION

### 1. DEFINITIONS AND INTERPRETATIONS

#### 1.1 Definitions

- (1) In these clauses, unless a contrary intention appears:
- (a) **Act** means the *Associations Incorporation Act 1991*;
  - (b) **Annual General Meeting** means an Annual General Meeting held in accordance with clauses 25 and 26 of the Constitution;
  - (c) **Associate Member** means a person appointed as an Associate Member in accordance with clause 6 of this Constitution;
  - (d) **Annual Membership** is membership for a 12 month period.
  - (e) **By-Laws** means the By-Laws of the Club made pursuant to clause 40 of this Constitution;
  - (f) **Club** means the Black Mountain Club Incorporated;
  - (g) **Committee** means the Committee constituted in accordance with clause 16 of this Constitution;
  - (h) **Committee Member** means a person who is not an Office-Bearer, elected in accordance with clause 17 of this Constitution and is a Senior Member or a Life Member who is not an Associate Life Member;
  - (i) **Constitution** means this Constitution of the Club;
  - (j) **Financial Year** means the year ending on 30 June;
  - (k) **General Meeting** means a General Meeting held in accordance with clauses 27, 28 and 29 of this Constitution;
  - (l) **Life Member** means Life Member in accordance with clause 7 of this Constitution;
  - (m) **Member** means an Ordinary Member, Associate Member or Life Member of the Club;
  - (n) **Office-Bearer** means a person defined and elected in accordance with clause 17 of this Constitution and any other person as determined by the Club in general meeting from time to time and must be a senior member or a Full Life Member;
  - (o) **Ordinary Member** means a senior member or junior member of the Club whose application for membership has been approved in accordance with clause 4 of this Constitution;
  - (p) **Part-year Membership** is where membership is approved for less than a 12 month period.

- (q) **Public Officer** means the Public Officer of the Club as defined in the Act;
- (r) **Regulation** means the Associations Incorporation Regulation 1991.
- (s) **Secretary** means the person holding office under these clauses as secretary of the Club or, where no such person holds that office, the Public Officer of the Club;
- (t) **Voting Member** means a member entitled to vote under clause 34 of this Constitution.

## 1.2 Interpretation

- (1) In these clauses:
  - (a) a reference to a function includes a reference to a power, authority and duty; and
  - (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- (2) The provisions of the *Legislation Act 2001* apply to and in respect of these clauses in the same manner as those provisions would so apply if these clauses were an instrument made under the Act.

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## 2. OBJECTS

- 2.1 The objects of the Club are to promote and encourage rowing and matters connected with rowing.

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## 3. CATEGORIES OF MEMBERSHIP

- 3.1 The categories of Members of the Club are:
  - (1) Ordinary Members;
  - (2) Associate Members; and
  - (3) Life Members.
- 3.2 The Committee may from time to time determine any other category of Membership.

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## 4. MEMBERS

- 4.1 A person seeking Annual Ordinary Membership of the Club must:
  - (1) apply in writing on the form approved from time to time by the Committee; and
  - (2) lodge the application with the Secretary;
- 4.2 As soon as is practicable after receiving an application for Annual Ordinary Membership, the Secretary must refer the nomination to the Committee, which must decide whether to approve or to reject the nomination.

- 4.3 If the Committee decides to approve an application for Annual Ordinary Membership, the Secretary must as soon as practicable after that decision, notify the applicant of that approval and request the applicant to pay within 28 days after receipt of the notification the sum payable under this Constitution the first year's annual membership fee.
- 4.4 Subject to approval under clause 4.3, the Secretary must, on payment by the applicant of the amounts referred to in clause 4.4, enter the applicant's name in the register of Members and when the name is entered, the applicant becomes a Member of the Club.
- 4.5 All Members, at the time of their election, become amenable to this Constitution and By-Laws as may be in force at the time of such election, and shall be bound by any subsequent Constitution and By-Laws as may be passed in due form during the term of membership.

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## **5. ORDINARY MEMBERS**

- 5.1 There are two classes of Ordinary Members of the Club:
- (1) Senior members; and
  - (2) Junior members.
- 5.2 Senior members are Ordinary Members properly registered under clause 4 who are eighteen (18) years of age or over. Senior members are entitled to all the rights and privileges of the Club including the right to attend and vote at General Meetings of the Club.
- 5.3 Junior members are Ordinary Members properly registered under clause 4 who are under the age of eighteen (18). Junior Members are entitled to all the rights and privileges of the Club, except for the right to vote at any meeting of the Club or to hold office as an Office Bearer or an Ordinary Committee Member of the Club.

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## **6. ASSOCIATE MEMBERS**

- 6.1 Any person may be an Associate Member of the Club subject to this clause.
- 6.2 The Committee will determine from time to time:
- (1) classes of Associate Membership
  - (2) qualifications for Associate Membership;
  - (3) any fees payable for Associate Membership;
  - (4) the conditions and process for admitting Associate Members; and
  - (5) the conditions on which Associate Members will be granted access to Club premises.
- 6.3 Associate Members may be granted either Annual Membership or Party-year Membership.
- 6.4 People eligible for Part-year Associate Membership may include:
- (1) people enrolled in Learn to row;

- (2) people rowing temporarily with the Club from interstate;
  - (3) juniors from school clubs for which rowing is temporarily unavailable from their clubs; and
  - (4) any other class determined from time-to-time by the Committee.
- 6.5 People eligible for Annual Associate Membership may include coxswains and coaches who do not row with the Club;
- 6.6 Associate Members will be eligible to attend but not vote at General Meetings of the Club.
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## **7. LIFE MEMBERS**

- 7.1 There will be two categories of Life Members:
- (1) Honorary Life Members; and
  - (2) Full Life Members.
- 7.2 An Honorary Life Membership is to recognise a person who has benefitted, or will benefit, the Club. An Honorary Life Member will have access to the Club premises and will be eligible to attend but not vote at General Meetings of the Club. An Honorary Life Member must take out Ordinary Membership or be conferred Full Life Membership to row.
- 7.3 Full Life Members have all the rights and privileges of Senior Ordinary Membership but are exempt from Annual Membership fees
- 7.4 On recommendation by the Committee the Club in General Meeting may elect an individual to Life Membership of the Club if there is a two thirds (2/3) majority of the Voting Members present in favour of such election.
- 7.5 A Life Member will remain a Member of the Club for life unless that Life Member resigns or the Membership is terminated pursuant to the provisions of this Constitution and the Life Member is notified in writing by the Committee.
- 7.6 A Life Member's name will be added to the register of members and subject to clause 7.2 will be exempt from payment of any future annual membership fees.
- 7.7 All Life Members at the date of adoption of this Constitution will be entitled to Full Life Membership.
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## **8. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

- 8.1 A right, privilege or obligation which a person has by reason of being a Member of the Club:
- (1) is not capable of being transferred or transmitted to another person; and
  - (2) terminates upon cessation of the person's membership.
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## **9. CESSATION OF MEMBERSHIP**

- 9.1 A person ceases to be a Member of the Club if the person:

- (1) dies;
- (2) resigns from membership of the Club;
- (3) is expelled from the Club; or
- (4) fails to renew membership of the Club and/ or to pay appropriate fees.

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## **10. RESIGNATION OF MEMBERSHIP**

- 10.1 A Member is not entitled to resign from membership of the Club except in accordance with this clause.
- 10.2 An Ordinary Member who has paid all amounts payable by the Ordinary Member to the Club may resign from membership of the Club by first giving notice (being at least 1 month or, if the Committee has determined a shorter period, that shorter period) in writing to the Secretary of the Ordinary Member's intention to resign and, upon the expiration of the period of notice, the Ordinary Member ceases to be an Ordinary Member.
- 10.3 Associate Members and Life Members may resign from membership of the Club by giving notice in writing to the Secretary and such resignation take effect immediately.
- 10.4 Resignation of a Member in accordance with clauses 10.2 and 10.3 does not relieve that person of payment of any monies due and payable to the Club.
- 10.5 Where a person ceases to be a Member, the Secretary must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

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## **11. FEE, SUBSCRIPTIONS ETC.**

- 11.1 Ordinary Members must pay an annual membership fee pursuant to clause 11.2 each year.
- 11.2 The Annual membership fee is \$350 or any other amount determined by a majority vote at a General Meeting of the Club.
- 11.3 The annual membership fee is payable –
  - (1) except as provided by paragraph (2) – one year after the Committee's acceptance of their membership of the Club.
  - (2) within 28 days of receiving notification of becoming a Member pursuant to clause 4.3.
- 11.4 Nothing in this Section will prevent the earlier collection of fees, such as at the time of application, to facilitate membership processing.
- 11.5 The Committee may charge any other fees as required from time to time, including from Associate Members. It may also collect fees payable to a third body including, but not confined to, seat and competition fees.
- 11.6 Any Member who is in arrears for annual membership fees for more than three (3) months from the due date on a notice sent by the Treasurer pursuant to clause 18 will be barred from using the Club's property and the Committee may erase his or her name from the Members register.

11.7 Any Member who in arrears for fees other than those in clause 11.5 for more than three (3) months will be debarred from –

- (1) participating in any meeting;
- (2) using Club equipment; and
- (3) holding office

until those amounts are paid in full.

11.8 A nominee for membership is not entitled to use the Club's property, or any of its privileges until all fees due and payable are satisfied, and the nominee is added to the Member's register pursuant to clause 4.4.

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## **12. MEMBERS' LIABILITIES**

12.1 The liability of a Member 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, of annual membership fees unpaid by the Member.

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## **13. DISCIPLINING MEMBERS**

13.1 Where the Committee is of the opinion that a Member:

- (1) has persistently refused or neglected to comply with a provision of this Constitution or the By-Laws of the Club; or
- (2) has persistently and wilfully acted in a manner prejudicial to the interests of the Club,

the Committee may, by resolution, expel the Member from the Club or suspend the Member from such rights and privileges of membership of the Club as the Committee may determine for a specified period.

13.2 A resolution of the Committee under clause 13.1 is of no effect unless the Committee, at a meeting held between fourteen (14) days and twenty-eight (28) days after service on the Member of a notice under clause 13.3, confirms the resolution in accordance with this clause 13.

13.3 Where the Committee pass a resolution under this clause, the Secretary must, as soon as practicable, cause a notice in writing to be served on the Member:

- (1) setting out the resolution of the Members and the grounds on which it is based;
- (2) stating that the Member may address the Committee at a meeting to be held between fourteen (14) days and twenty-eight (28) days after service of the notice;
- (3) stating the date, place and time of that meeting and informing the Member that the Member may do either or both of the following:
  - (a) attend and speak at that meeting;
  - (b) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.

13.4 Subject to the provisions of the Act, at a meeting of the Committee mentioned in clause 13.3, the Committee must:

- (1) give to the Member mentioned in clause 13.1 an opportunity to make oral representations;
- (2) give due consideration to any written representations submitted to the Committee by that Member at or prior to the meeting; and
- (3) by resolution determine whether to confirm or to revoke the resolution of the Committee made under clause 13.1.

13.5 A resolution confirmed by the Committee under subsection 13.4 does not take effect—

- (1) until the end of the period within which the Member is entitled to appeal against the resolution if the Member does not exercise the right of appeal within that period; or
- (2) if within that period the Member exercises the right of appeal—unless and until the Club confirms the resolution in accordance with clause 14.4.

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## **14. RIGHT OF APPEAL OF THE DISCIPLINED MEMBER**

14.1 A Member may appeal to the Club in General Meeting against a resolution of the Committee that is confirmed under clause 13.5, within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.

14.2 On receipt of a notice under clause 14.1, the Secretary must notify the Committee which must call a General Meeting of the Club to be held within twenty-one (21) days after the date when the Secretary received the notice or as soon as possible after that date.

14.3 Subject to the provisions of the Act, at a General Meeting of the Club called under clause 14.2

- (1) no business other than the question of the appeal may be transacted; and
- (2) the Committee and the Member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
- (3) the Members present must vote by secret ballot on the question of whether the resolution made under clause 13.4 should be confirmed or revoked.

14.4 If the meeting passes a special resolution by two-thirds (2/3) of the Voting Members present in favour of the confirmation of the resolution made under clause 13.4, that resolution is confirmed.

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## **15. POWERS OF THE COMMITTEE**

15.1 The Committee, subject to the Act, the Regulation, this Constitution, the By-Laws, and to any resolution passed by the Club in General Meeting:

- (1) must control and manage the affairs of the Club in the best interests of the Club;
- (2) may exercise all such functions as may be exercised by the Club other than those functions that are required by these clauses to be exercised by the Club in General Meeting; and

- (3) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club
  - (4) may appoint selectors, appointed to select crews to represent the Club, coaches to train the crews and to report to the Committee from time to time.
- 15.2 The Committee must prepare, or cause to be prepared, a balance sheet setting out the assets and liabilities of the Club annually, as soon as practicable following the end of the Financial Year.

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## **16. CONSTITUTION AND MEMBERSHIP OF THE COMMITTEE**

- 16.1 The Committee consists of:
- (1) the Office-Bearers of the Club; and
  - (2) four (4) Ordinary Committee Members
- each of whom must be elected under clause 17 or appointed in accordance with clause 16.3.
- 16.2 Each member of the Committee may, subject to these clauses, hold office until the conclusion of the Annual General Meeting following the date of the Member's election, but is eligible for re-election.
- 16.3 If there is a vacancy in the membership of the Committee, the Committee may appoint a Member of the Club to fill the vacancy and the Member so appointed may hold office, subject to these clauses, until the conclusion of the Annual General Meeting following the date of the appointment.

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## **17. ELECTION OF COMMITTEE MEMBERS**

- 17.1 The Office-Bearers of the Club will be:
- (1) the President;
  - (2) the Treasurer;
  - (3) the Secretary;
  - (4) Captain; and
  - (5) Vice-Captain.
- 17.2 Elections for the Office-Bearers and the Ordinary Committee Members must take place at the Annual General Meeting of the Club.
- 17.3 Nominations of candidates for election as Office-Bearers and Ordinary Committee Members of the Club:
- (1) must be made in writing, signed by two (2) Members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
  - (2) must be delivered to the Secretary of the Club not less than 7 days before the date fixed for the Annual General Meeting at which the election is to take place.

- 17.4 Candidates for election as Office-Bearers and Ordinary Committee Members of the Club must be either Senior Members or Full Life Members of the Club.
- 17.5 The Secretary must display all nominations for election as Office-Bearers and Ordinary Committee Members of the Club at an appropriate place for six (6) days preceding the Annual General Meeting.
- 17.6 Where there is only one nomination for any of the Office-Bearers specified at 17.1, the person nominated is taken to be elected.
- 17.7 If insufficient nominations are received to fill all the Ordinary Committee Member vacancies, the candidates nominated are taken to be elected and further nominations may be received at the Annual General Meeting.
- 17.8 If insufficient further nominations are received, all positions not filled on the Committee are taken to be vacancies.
- 17.9 If the number of nominations received exceeds the number of vacancies to be filled, or there is more than one nomination for an Office Bearer, a ballot must be held.
- 17.10 The ballot for the election of Office-Bearers and Ordinary Committee Members must be conducted at the Annual General Meeting in such manner as the Committee may direct.
- 17.11 An Office Bearer or Ordinary Committee Member is not eligible to simultaneously hold more than one (1) position on the Committee.

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## **18. SECRETARY**

- 18.1 The Secretary of the Club must, as soon as practicable after being appointed as Secretary, notify the Club of his or her address.
- 18.2 The Secretary must keep minutes of:
- (1) all elections and appointments of Office Bearers and Ordinary Committee Members;
  - (2) the names of members of the Committee present at a Committee meeting or a General Meeting; and
  - (3) all proceedings at Committee meetings and General Meetings.
- 18.3 The Secretary must maintain a Member register recording all Members of the Club.

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## **19. TREASURER**

- 19.1 The Treasurer of the Club must:
- (1) collect and receive all moneys due to the Club and make all payments authorised by the Club;
  - (2) maintain an accurate record of payment by Members of their annual membership fees and other fees;
  - (3) keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club;

- (4) prepare a financial statement after audit to the Annual General Meeting annually in the form of a balance sheet and income and expenditure account, reflecting a true and fair view of the Club's financial position;
- (5) send, or cause to be sent, notices to all members owing money to the Club as soon as practicable after the debt is incurred; and
- (6) pay out of Club funds applicable fees to the Australian Capital Territory Rowing Association as prescribed by the clauses of that body.

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## **20. VACANCIES ON THE COMMITTEE**

20.1 For the purposes of these clauses, a vacancy in the office of a member of the Committee occurs if:

- (1) the member:
  - (a) dies;
  - (b) ceases to be a Member of the Club;
  - (c) resigns the office;
  - (d) is removed from office pursuant to clause 21;
  - (e) suffers from mental or physical incapacity;
  - (f) is disqualified from office under a section of the Act; or
  - (g) is absent without reasons satisfactory to the Committee from three (3) consecutive meetings of the Committee;
  - (h) is in arrears for over three (3) months in annual membership fees payable, and fails to satisfy the debt within fourteen (14) days of notification; or
- (2) the position was not filled at the Annual General Meeting.

20.2 Where a vacancy occurs on the Committee, for any reason, the remaining members of the Committee may appoint a member to that position if they would be eligible to stand for election at an Annual General Meeting.

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## **21. REMOVAL OF COMMITTEE MEMBERS**

21.1 The Club in General Meeting may by resolution, subject to the provisions of the Act, remove any member of the Committee from the office of member of the Committee before the expiration of the Member's term of office.

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## **22. COMMITTEE MEETINGS AND QUORUM**

22.1 The Committee must meet at least ten (10) times in each calendar year at such place and time as the Committee may determine for the conduct of the ordinary business of the Club.

22.2 Additional meetings of the Committee may be convened at any time by the Secretary, or upon the written application of five (5) members of the Committee which shall state concisely the business to be transacted.

- 22.3 Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 72 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- 22.4 Notice of a meeting given under clause 22.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business must be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- 22.5 Any five (5) Members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 22.6 No business shall be transacted by the Committee unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and the same hour of the same day in the following week.
- 22.7 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.
- 22.8 At meetings of the Committee:
- (1) the President must preside; or
  - (2) if the President is absent, a person nominated to the Secretary 24 hours ahead of the meeting by the President will preside; or
  - (3) if the President is absent and no person has been duly nominated by the President to preside, one (1) of the remaining members of the Committee may be chosen by the members present to preside.
- 22.9 The Office Bearers of the Club may also conduct independent meetings of the Committee. A quorum for these meetings will be three (3) Office-Bearers. Any decision made by an independent meeting of the Office-Bearers must be reviewed by the Committee.

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## **23. DELEGATION BY COMMITTEE TO SUB-COMMITTEE**

- 23.1 The Committee may, by instrument in writing, delegate to one (1) or more sub-committees (consisting of such Member or Members as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
- (1) this power of delegation; and
  - (2) a function which is a function imposed on the Committee by the Act, by any other law of the Australian Capital Territory, or by resolution of the Club in General Meeting.
- 23.2 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.
- 23.3 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.

- 23.4 Notwithstanding any delegation under this clause, the Committee may continue to exercise any function delegated.
- 23.5 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.
- 23.6 The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 23.7 A sub-committee may meet and adjourn as it thinks proper.

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## **24. VOTING AND DECISIONS OF COMMITTEE**

- 24.1 Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee must be determined by a majority of votes of the members of the Committee or subcommittee present at the meeting.
- 24.2 Each member of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one (1) vote.
- 24.3 In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 24.4 Subject to clause 22.5, the Committee may act notwithstanding any vacancy on the Committee.
- 24.5 A motion passed by the Committee shall not be rescinded or altered at the same meeting at which it is passed, nor any subsequent meeting, except by the vote of two-thirds (2/3) of those present and forming a quorum pursuant to clause 22.5.
- 24.6 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 notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.
- 24.7 If all of the Committee members have signed a document containing a statement that they are in favour of a resolution of the Committee in terms set out in the document, a resolution in those terms will be deemed to have been passed at a meeting of the Committee held on the day on which the last Committee member signed the document.
- 24.8 If all of the Committee members have responded by email in favour of a recommendation being put a resolution in those terms will be deemed to have been passed at a meeting of the Committee held on the day on which the last Committee member responded.

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## **25. ANNUAL GENERAL MEETINGS – HOLDING OF**

- 25.1 The Club must, at least once in each calendar year and within the period of three (3) months after the expiration of each Financial Year of the Club, convene an Annual General Meeting of its Members.
- 25.2 Clause 25.1 has effect subject to the powers of the Registrar-General under the Act in relation to extensions of time.

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## **26. ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT**

- 26.1 The Annual General Meeting of the Club must, subject to the Act, be convened on such date and at such place and time as the Committee considers appropriate.
- 26.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to:
- (1) confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
  - (2) receive from the Committee reports on the activities of the Club during the last preceding financial year including a balance sheet and statement of income audited for the preceding year;
  - (3) elect members of the Committee;
  - (4) receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to the provisions of the Act; and
  - (5) consider any other business properly brought before the meeting.
- 26.3 An Annual General Meeting must be specified as such in the notice convening it in accordance with clause 29.
- 26.4 Clauses 27 to 35 of this Constitution apply to the conduct of both Annual General Meetings and General Meetings.

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## **27. GENERAL MEETINGS – CALLING OF**

- 27.1 The Committee may, whenever it considers appropriate, convene a General Meeting of the Club.
- 27.2 The Committee must, on the requisition in writing of not less than ten (10) of the Voting Members, convene a General Meeting of the Club.
- 27.3 A requisition of Voting Members for a General Meeting:
- (1) must state the purpose or purposes of the meeting;
  - (2) must be signed by the Members making the requisition;
  - (3) must be lodged with the Secretary; and
  - (4) may consist of several documents in a similar form, each signed by one (1) or more of the Members making the requisition.
- 27.4 If the Committee fails to convene a General Meeting within one month after the date on which a requisition of Voting Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a General Meeting to be held not later than three (3) months after that date.
- 27.5 A General Meeting convened by a Member or Members referred to in clause 27.4 must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee and any Member who thereby incurs expense is entitled to be reimbursed by the Club for any reasonable expense so incurred.

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## **28. NOTICE**

- 28.1 Except where 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 fourteen (14) days before the date fixed for the holding of the General Meeting, cause to be sent by e-mail or pre-paid post to each Member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 28.2 Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Club, the Secretary must, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member in the manner provided in clause 28.1 specifying, in addition to the notice required under that clause, the intention to propose the resolution as a special resolution.
- 28.3 No business other than that specified in the notice convening a General Meeting must be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to clause 26.2.
- 28.4 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.

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## **29. ANNUAL GENERAL MEETINGS AND GENERAL MEETINGS – PROCEDURE AND QUORUM**

- 29.1 No item of business must be transacted at an Annual General Meeting or a General Meeting unless a quorum of Voting Members is present during the time the meeting is considering that item.
- 29.2 Ten (10) Voting Members or 15% of all Voting Members, whichever is the lesser, present in person, constitute a quorum for the transaction of the business of an Annual General Meeting or a General Meeting.
- 29.3 If within half an hour after the appointed time for the commencement of an Annual General Meeting or a General Meeting a quorum is not present, the meeting if convened upon the requisition of Members must be dissolved and in any other case must stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of 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.
- 29.4 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 Voting Members present will constitute a quorum.

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## **30. PRESIDING MEMBER**

- 30.1 The President must preside at each Annual General Meeting or General Meeting of the Club.
- 30.2 If the President is absent from an Annual General Meeting or a General Meeting, the Members present must elect one (1) of their number to preside at the meeting.

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## **31. ADJOURNMENT**

- 31.1 The person presiding at an Annual General Meeting or a General Meeting at which a quorum is present may, with the consent of the majority of the Voting Members present at the meeting, adjourn the meeting from time to time and place to place, but no business must be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 31.2 Where an Annual General Meeting or a General Meeting is adjourned for fourteen (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.
- 31.3 Except as provided in clauses 31.1 and 31.2, notice of an adjournment of an Annual General Meeting or a General Meeting or of the business to be transacted at any adjourned meeting is not required to be given.

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## **32. MAKING OF DECISIONS**

- 32.1 A question arising at an Annual General Meeting or a General Meeting of the Club must be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding 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.
- 32.2 At an Annual General Meeting or a General Meeting of the Club, a poll may be demanded by the person presiding or by not less than five (5) Voting Members present in person or by proxy at the meeting.
- 32.3 Where the poll is demanded at a general meeting, the poll must be taken:
- (1) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - (2) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter must be deemed to be the resolution of the meeting on that matter.
- 32.4 A simple majority of votes, unless otherwise provided for in this Constitution, shall carry or reject the motion.

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## **33. ATTENDANCE AT GENERAL MEETINGS**

- 33.1 Any Member must be entitled to attend any Annual General Meeting or General Meeting of the Club.

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## **34. VOTING**

- 34.1 Upon a question arising at any Annual General Meeting or General Meeting of the Club, the following persons must be entitled to one (1) vote each:
- (1) Ordinary Members who are senior members pursuant to clause 5.1(1); and

(2) Full Life Members.

- 34.2 All votes must be given personally or by proxy, but no Member may hold more than five (5) proxies.
- 34.3 In the case of an equality of votes on a question at an Annual General Meeting or a General Meeting, the president of the Club or presiding member pursuant to clause 30 is entitled to exercise a second or casting vote.
- 34.4 A member or proxy is not entitled to vote at any Annual General Meeting or General Meeting of the Club unless all money due and payable by the member or proxy to the Club has been paid, other than the amount of the annual subscription payable for the then current year.

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## **35. APPOINTMENT OF PROXIES**

- 35.1 Each Voting Member must be entitled to appoint another Member as proxy by notice given to the Secretary no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- 35.2 The notice appointing the proxy must be in the form set out in Appendix 1 to these clauses.

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## **36. FUNDS – SOURCE**

- 36.1 The funds of the Club must be derived from annual membership fees of Members, grants, donations, sale and hire of property of the Club and, subject to any resolution passed by the Club in General Meeting and subject to the provisions of the Act, such other sources as the Committee determines.
- 36.2 All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank account.
- 36.3 The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

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## **37. FUNDS – MANAGEMENT**

- 37.1 Subject to any resolution passed by the Club in General Meeting, the funds of the Club must be used in pursuance of the objects of the Club in such manner as the Committee determines.
- 37.2 Notwithstanding clause 37.1, a two-thirds (2/3) majority of Members present at a General Meeting of the Club is required to borrow money on behalf of the Club.
- 37.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) authorised members of the Committee, as determined by the Committee from time to time.
- 37.4 The Committee must arrange an audit of the Club's financial affairs at least once every twelve (12) months as soon as practicable after the Financial Year, to be carried out by a person who is not a Member of the Club.

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## **38. PROPERTY OF THE CLUB**

- 38.1 All of the property of the Club belongs to Members only but no Member shall, by reason of their membership of the Club, have any transmissible interest therein and upon any person ceasing to be a Member, the former Member's interest shall accrue and belong to other Members.

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## **39. ALTERATION OF OBJECTS AND CLAUSES**

- 39.1 The objects of the Club and this Constitution must only be altered in accordance with the provisions of the Act.

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## **40. BY-LAWS**

- 40.1 The Committee may (by itself or by delegation to a sub-committee) formulate, approve, issue, adopt, interpret and amend By-Laws for the proper advancement, management and administration of the Club. By-Laws must be consistent with this Constitution.
- 40.2 All By-Laws made under this clause are binding on the Club and all Members.
- 40.3 The By-Laws include but are not limited to management of the boatshed, use of equipment, codes of conduct and any matter that concerns the day to day management of the Club.

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## **41. COMMON SEAL**

- 41.1 The common seal of the Club must be kept in the custody of the Secretary.
- 41.2 The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures of two members of the Committee or as the Committee must otherwise determine from time to time.

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## **42. CUSTODY OF BOOKS**

- 42.1 Subject to the Act, the Regulation and these clauses, the Secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the Club.

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## **43. INSPECTION OF BOOKS**

- 43.1 The records, books and other documents of the Club must be open to inspection at a place in the Territory, free of charge, by a Member of the Club at any reasonable hour.

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## **44. SERVICE OF NOTICE**

- 44.1 For purpose of these clauses, a notice under clause 28 may be served by e-mail or on behalf of the Club upon any Member either personally or by sending it by post to the Member at the member's address shown in the register of Members.
- 44.2 Where a document is sent to a person by e-mail or by properly addressing, prepaying and posting to the person a letter containing the document, the document must, unless the

contrary is proved, be deemed for the purposes of these clauses to have been served on the person at the time at which the e-mail was sent or at which the letter would have been delivered in the ordinary course of post.

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## **45. DISSOLUTION**

- 45.1 The Club may be dissolved at a General Meeting of the Members specially convened for the purpose of dissolution with a quorum of two-thirds (2/3) of the Voting Members present.
- 45.2 On the dissolution of the Club the surplus assets of the Club must vest in the national body governing rowing in Australia or to such other body in the Australian Capital Territory as nominated by such national body from time to time.



## APPENDIX 1

### FORM OF APPOINTMENT OF PROXY

I, ..... (full name)

of ..... (address)

being a member of Black Mountain Rowing Club

hereby appoint ..... (full name of proxy)

of ..... (address)

being a member of that incorporated Club, as my proxy to vote for me on my behalf at the general meeting of the Club (annual general meeting or other general meeting, as the case may be) to be held on the .....day of .....20 and at any adjournment of that meeting.

- \*My proxy is authorised to vote in favour of/against (*delete as appropriate*) the resolution (*insert details*).

.....  
(signature of member appointing proxy)

.....  
(date)

*Note:* A proxy vote may not be given to a person who is not a member of the Club.