

## **WODEN SENIORS INCORPORATED**

### **CONSTITUTION AND RULES**

#### PART I – PRELIMINARY

#### **1. Name**

The name of the Association shall be **Woden Seniors Incorporated** (hereinafter called the “Club”).

#### **2. Objects and purposes of the Club**

The objects and purposes of the Club are:

- (1) to provide facilities and activities which promote healthy and meaningful ageing;
- (2) to provide friendship and companionship;
- (3) to provide benevolence and charity in the form of cash grants, gifts in kind, and the loan of equipment and aids;
- (4) to liaise with other organisations for older Australians;
- (5) to provide entertainment and friendship to older Australians residing in aged care facilities; and
- (6) to do all such lawful things as to attain the objects and purposes of the Club.

#### **3. Interpretation**

In these rules, unless a contrary intention appears:

- (1) *financial year* means the year ending 30 June;
- (2) *member* means a member, however described, of the Club;
- (3) *ordinary committee member* means a member of the management committee who is not an office-bearer of the Club as mentioned in rule 14 (1) (a);
- (4) *secretary* means the person holding office under these rules as secretary of the Club;
- (5) *the Act* means the *Associations Incorporation Act 1991*;
- (6) *the Regulation* means the *Associations Incorporation Regulation 1991*;
- (7) words or expressions shall be interpreted in accordance with the provisions of the *Interpretation Act 1967*.

#### PART II – MEMBERSHIP

#### **4. Membership qualifications**

- (1) Persons at least 50 years of age are eligible to be members of the Club.
- (2) A person becomes a member on:
  - a. completion and lodgement of an application in the form approved by the committee; and

- b. payment of the prescribed annual subscription.
- (3) The Committee may recommend to an Annual General Meeting conferral of Life Membership on any person who has made a major contribution to the Club over a significant period, and that person shall retain all the rights and privileges accorded to ordinary members of the Club.

## **5. Register of members**

- (1) Application forms of new members shall be passed to the membership officer who shall enter the member's details in a register of members.
- (2) A member shall notify the Club of any change of address, phone number or motor vehicle registration number, and this information shall be passed to the membership officer for recording in the register of members.

## **6. Membership entitlements not transferable**

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.

## **7. Cessation of membership**

A person ceases to be a member of the Club if the person:

- (1) dies or, in the case of a body corporate, is wound up;
- (2) resigns from membership;
- (3) is expelled; or
- (4) fails to renew membership by the date prescribed in rule 9.

## **8. Resignation of membership**

- (1) A member who has paid all amounts payable by the member to the Club may resign from membership by providing written notice to the Secretary.
- (2) If the notice does not specify a date of resignation this shall be deemed to be the date of the notice or, if the notice is undated, from the date of its receipt by the secretary.
- (3) The secretary shall advise the committee of resignations received, and pass the notice of resignation to the membership officer for recording in the register of members.

## **9. Annual subscription**

- (1) The annual membership subscription of the club is prescribed in the Club's by-laws and is determined by resolution of the members in general meeting, provided that the committee may, in circumstances deemed to be special, waive or remit the whole or part of an individual's subscription.

- (2) The due date for payment of the annual membership subscription is the first day of the month following the month in which the person was granted membership, that date being the first day of the membership year or years to which the subscription applies.
- (3) Members whose membership subscription expires on 30 June 2009 are considered to have been granted membership in the month of June for the purposes of sub rule (2).
- (4) A person may pay a membership subscription for either one or three membership years, the subscription for three years being three times the subscription for one year.
- (5) Provided always that no membership subscription shall be accepted or processed on the day of the Annual General Meeting or in the four preceding weekdays.

## **10. Members' liabilities**

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, unpaid by the member in respect of their annual membership subscription.

## **11. Disciplining of members**

- (1) Where the committee is of the opinion that a member:
  - (a) has persistently refused or neglected to comply with a provision of the Club's rules or by-laws; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Club, the committee may, by resolution:
    - (i) suspend the member for a specified period from such rights and privileges of membership as the committee may determine; or
    - (ii) expel the member.
- (2) A resolution of the committee under sub-rule (1) is of no effect unless the committee, at a meeting held not earlier than fourteen days, and not later than twenty eight days after the service on the member of a notice under sub-rule (3), confirms the resolution in accordance with this rule.
- (3) Where a committee passes a resolution under sub-rule (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
  - (a) setting out the resolution of the committee and the grounds on which it is based;
  - (b) stating that the member may address the committee at a meeting to be held not earlier than fourteen days and not later than twenty eight days after the service of the notice;
  - (c) stating the date, place and time of the meeting; and
  - (d) informing the member that they may do either or both of the following:
    - (i) attend and speak at the meeting;

- (ii) submit to the committee, at or prior to the date of that meeting, written representations relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the committee mentioned in sub-rule (2), the committee shall:
  - (a) give the member mentioned in sub-rule (1) the opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the committee by that member at or prior to the meeting; and
  - (c) by resolution, determine whether to confirm or revoke the resolution of the committee made under sub-rule (1).
- (5) Where the committee confirms a resolution under sub-rule (4), the secretary shall, within seven days after that confirmation, by notice in writing, inform the member of that confirmation, and of the member's right of appeal under rule 12.
- (6) A resolution confirmed by the committee under sub-rule (4) does not take effect:
  - (a) 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
  - (b) if within that period the member exercises the right of appeal-unless and until the Club confirms the resolution in accordance with rule 12(3).

## **12. Right of appeal of disciplined member**

- (1) A member may appeal to the Club in general meeting against a resolution of the committee which is confirmed under rule 11(4) within seven days after notice of the resolution is served on the member, by lodging, with the secretary, a notice to that effect.
- (2) Upon receipt of a notice under sub-rule (1) the secretary shall notify the committee, which shall convene a general meeting of the Club, to be held within twenty one days after the date on which the secretary received the notice, or as soon as possible after that date.
- (3) Subject to section 50 of the Act, at a general meeting of the Club convened under sub-rule (2):
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the committee, and the member making the appeal, shall be given the opportunity to make representations in relation to the appeal, orally, or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution made under rule 11(4)(c) should be confirmed or revoked.
- (4) If the general meeting passes a resolution confirming the resolution made under rule 11(4)(c), that resolution is confirmed and comes into effect in accordance with rule 11(6)(b).

PART III - THE MANAGEMENT COMMITTEE

**13. Powers of the management committee**

The management committee (hereinafter known as 'the committee'), subject to the Act, the Regulation, these rules, the Club's by-laws and resolutions passed by the Club in general meeting:

- (1) controls and manages the affairs 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 rules to be exercised by the Club in general meeting or by the executive;
- (3) shall periodically review and amend the Club's by-laws;
- (4) shall appoint a member to be public officer, who shall retain that position until the committee appoints a successor; and
- (5) has the 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.

**14. Committee**

- (1) The committee shall consist of:
  - (a) the office-bearers of the Club; and
  - (b) five ordinary committee members, each of whom must be elected under rule 15 or appointed in accordance with sub-rule (4);
- (2) The office-bearers of the Club shall be:
  - (a) the president;
  - (b) the vice-president;
  - (c) the secretary; and
  - (d) the treasurer.
- (3) Office bearers and ordinary members of the committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of their election, but are eligible for re-election.
- (4) In the event of 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 shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

**15. Election of office-bearers and committee**

- (1) Nominations for election as office-bearers or ordinary committee members:

- (a) shall be made on the prescribed form, approved by the committee, giving the written consent of the candidate and signed by two members of the Club; and
  - (b) shall be delivered to the secretary not later than seven days before the date fixed for the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received, further nominations shall be invited and received at the annual general meeting.
  - (3) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be vacant, and filled in accordance with rule 14(4).
  - (4) A secret ballot shall only be held for any office-bearer or ordinary committee position when more than one nomination for that position has been received.
  - (5) A member may not simultaneously hold more than one position on the committee.

## **16. Secretary**

- (1) The secretary of the Club must, as soon as practicable after being appointed as secretary, notify the Club of his or her address.
- (2) The secretary must keep minutes of—
  - (a) all elections and appointments of office-bearers and ordinary committee members; 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.
- (3) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

## **17. Vacancies**

- (1) For the purposes of these rules, an office-bearer or ordinary committee member position is deemed to be vacant if the office-bearer or member:
  - (a) dies;
  - (b) ceases to be a member;
  - (c) resigns the position;
  - (d) is removed from the position pursuant to rule 18;
  - (e) becomes an insolvent under administration within the meaning of the Corporations Act
  - (f) suffers from serious mental or physical incapacity;
  - (g) is disqualified from the position under section 63(1) of the Act; or
  - (h) is absent without the consent of the committee from all meetings of the committee held during a period of six months.

## **18. Removal of office-bearers and members**

The Club in general meeting may, by resolution, subject to section 50 of Act, remove any office-bearer or member of the committee from their position before the expiration of their term of office.

## **19. Committee meetings and quorum**

- (1) The committee shall meet at least eight times in each financial year, at such place and time as the committee may determine.
- (2) Additional or special meetings of the committee may be called by the president or any three members of the committee.
- (3) Oral or written notice of a meeting of the committee shall be given by the secretary to the members of the committee at least 48 hours before the time appointed for the holding of a meeting.
- (4) Notice of a meeting given under sub-rule (3) shall specify the nature of the business to be transacted at the meeting, and no other business shall be transacted except business which the committee agrees by resolution to treat as urgent.
- (5) Any five members of the committee constitute a quorum for the transaction of business.
- (6) No business shall be transacted by the committee unless a quorum is present, and if a quorum is not present, the meeting stands adjourned to a place and time to be determined by the president.
- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (8) At meetings of the committee:
  - (a) the president, or in the absence of the president, the vice-president, shall preside; or
  - (b) if the president and the vice-president are absent, one of the remaining members of the committee may be chosen by the members to preside.

## **20. Delegation to Subcommittees**

- (1) The committee may appoint subcommittees and shall specify with each such appointment the purpose, the convenor and the membership of the subcommittee.
- (2) A majority of appointed members of a subcommittee, present at a meeting, shall constitute a quorum.
- (3) A subcommittee may meet and adjourn as it thinks proper.
- (4) The committee may, at any time, revoke wholly or in part any delegation under this rule.

## **21. Committee and subcommittee voting and decisions**

- (1) Questions arising at a meeting of the committee or of any subcommittee shall be determined by a majority of the members present and voting.
- (2) Voting shall be determined on a show of hands, but the committee or subcommittee may agree to voting by secret ballot.
- (3) Each member present at a 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.
- (4) Subject to rule 19 (5), the committee may act despite any vacancy on the committee.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a subcommittee 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 subcommittee.

## **22. Disclosure**

- (1) A member of the committee or of a subcommittee who has a financial interest in any subject that comes before the committee or a subcommittee shall disclose that interest at the first meeting of the committee or subcommittee at which the subject is considered.
- (2) A member of the committee or of a subcommittee who establishes a financial interest in any subject after it has been considered by the committee or subcommittee, and before a resolution has been passed, shall disclose that interest at the first meeting of the committee or subcommittee after that member establishes such an interest.
- (3) A member of the committee or of a subcommittee shall not vote on any subject in which they have a financial interest.

## **23. Executive**

- (1) The office-bearers of the committee shall constitute an executive which shall:
  - (a) make management decisions between meetings of the committee; and
  - (b) report its decisions to the next meeting of the committee.
- (2) The executive shall be responsible for managing contractual matters associated with grants received from the Federal and ACT Governments, and with the employment of any staff.
- (3) The president and two other members of the executive constitute a quorum for the transaction of business.



PART IV - GENERAL MEETINGS

**24. Annual general meetings - holding of - calling of - business at**

- (1) The committee shall convene an annual general meeting of Club members not later than five months after the close of the financial year.
- (2) The annual general meeting shall, subject to the Act, be convened on such a date and at such a place and time as the committee thinks fit.
- (3) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
  - (a) to confirm the minutes of the last preceding Annual General Meeting and any general meetings held since that meeting;
  - (b) to receive a report from the president on the activities of the committee and the Club during the last preceding financial year;
  - (c) to elect office-bearers and ordinary members of the committee ; and
  - (d) to receive and consider the statement of accounts and the financial reports that are required to be submitted to members pursuant to section 73(1) of the Act, namely:
    - (i) the audited statements of the Club's accounts in respect of the preceding financial year; and
    - (ii) a copy of the auditor's report in relation to the Club's accounts for that year;
  - (e) to appoint a person, who shall not be a member of the Club, as auditor of the Club; such person to be registered as an auditor pursuant to Corporation Law.

**25. Special general meeting - calling of**

- (1) The committee may, whenever it thinks fit, convene a Special General Meeting of the Club.
- (2) The committee shall, on the requisition in writing of not less than five 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) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisition;
  - (c) shall be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting within one month after the 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 three months after that date.

- (5) A special general meeting convened by a member or members referred to in sub-rule (4) shall be convened as nearly as practicable in the same manner as special general meetings convened by the committee.

## **26. Notices**

- (1) The secretary shall, at least twenty one days before the date fixed for the holding of a general meeting, cause to be placed on the Club's notice board, a notice -
  - (a) specifying the place, date and time of the meeting; and
  - (b) inviting members to bring business before that meeting.
- (2) The business referred to in sub-rule 1(b) is to be given in writing, in the form of a motion, and must be received by the secretary at least fourteen days prior to the date fixed for the holding of the general meeting. A notice of business received later than fourteen days prior to the date fixed for the holding of the general meeting will not be considered at that meeting and:
  - (a) may be withdrawn by the member making the notification; or
  - (b) shall be held over and included on the agenda for the next occurring general meeting.
- (3) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution in accordance with rules 34, 39 and 40, the secretary shall, at least fourteen days before the date fixed for the holding of the general meeting, cause to be placed on the Club's notice board, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (4) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the secretary shall, at least twenty one days before the date fixed for the holding of the general meeting, cause a notice to be placed on the Club's notice board specifying, in addition to the information required under sub-rule (3), the nature of the special resolution.
- (5) No business other than that specified in the notice in sub-rules (3) and (4) shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 24(3).

## **27. Procedure and quorum**

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Twenty members present in person, being members entitled under these rules to vote at a general meeting, constitute a quorum for the transaction of the business of a general meeting.

- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved, and in any other case shall stand adjourned to a time and place specified at the time of the adjournment by the person presiding at the meeting.
- (4) If, at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the members present, being not less than fifteen, shall constitute a quorum.

## **28. Presiding member**

- (1) The president, or in the absence of the president, the vice-president, shall preside at each general meeting of the Club.
- (2) If the president and vice-president are absent from the general meeting, the members present shall elect one of their number to preside at the meeting.
- (3) At an annual general meeting the public officer shall preside for the business of electing office bearers and committee members.

## **29. Adjournment**

- (1) The presiding member at 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 to another date, time and place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen days or more, the secretary shall give notice of the adjourned meeting in accordance with rule 26(2).
- (3) Except as provided in sub-rules (1) and (2) notice is not required to be given of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting.

## **30. Making decisions**

Except as provided in rule 15(4) for the election, at an annual general meeting, of office-bearers and ordinary members to the committee, a question arising at a general meeting shall 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 presiding member that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, an entry to that effect in the minutes 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.

- (1) At a general meeting a poll may be demanded by the presiding member, or by not less than three members present at the meeting.
- (3) If the poll is demanded at a general meeting, the poll must be taken:
  - (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or

- (b) in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### **31. Voting**

- (1) Subject to sub rule (3), upon a question arising at a general meeting, a member has one vote only.
- (2) All votes shall be given personally; proxy voting is not permitted.
- (3) In the case of equality of votes on a question at any general meeting, the presiding member is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at any general meeting unless all subscriptions, fees and other money due and payable by the member has been paid, including the annual membership subscription payable in respect of the then current year.

## PART V - MISCELLANEOUS

### **32. Source of funds**

- (1) The funds of the Club shall be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Club in general meeting and subject to section 114 of the Act, 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 account.
- (3) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **33. Management of funds**

Subject to any resolution passed by the Club in general meeting, the funds of the Club shall be used in pursuance of the Objects of the Club in such a manner as the committee determines.

- (1)
  - (a) The funds of the Club shall not be paid or transferred to any member of the Club in consideration of any voluntary services except by way of out-of-pocket expenses.
  - (b) If a member tenders or contracts for the supply of goods or services to the Club in return for payment, that tender or contract shall be treated in the same way as any other commercial transaction entered into by the Club.
- (2) The treasurer of the Club, or other authorised person, shall:
  - (a) receive all moneys due to the Club and make all payments authorised by the committee;
  - (b) ensure that all moneys received by the Club are deposited as soon as practicable and without deduction to the credit of the Club's bank account;

- (c) ensure that as soon as practicable after receiving any money, an appropriate receipt is issued; and
  - (d) keep correct accounts, records and books showing the financial affairs of the Club.
- (3) All cheques and other negotiable instruments shall be signed by two authorised members of the committee.
- (4) The committee may approve a petty cash float for the president and for the treasurer to meet urgent expenditures. Such floats shall not exceed a limit as prescribed in the Club's by-laws and are determined by resolution of the committee. Records shall be kept of all such expenditure and reported at committee meetings.
- (5) Except with the authority of the committee, no payment exceeding a sum as prescribed in the by-laws of the Club, shall be made from the funds of the Club. Such a sum shall be determined by resolution of the committee.

### **34. Alteration of rules**

- (1) These rules may be amended by a special resolution:
- (a) at a general meeting of the Club, being a meeting of which at least twenty one days notice, accompanied by a notice of intention to propose a special resolution, has been provided to members of the Club; and
  - (b) passed by at least three-quarters of the votes of those members of the Club who, being entitled to vote, vote in person at the meeting.
- (2) A special resolution to alter the rules of the Club is of no effect until a notice in the approved form has been lodged by the public officer with the Registrar General.
- (3) Unless an objection is received from the Registrar General, any amendment to these rules made under sub-rule (1) of this rule, shall be effective from the commencement of the next annual general meeting.

### **35. Common seal**

The common seal of the Club:

- (1) shall be kept in the custody of the public officer; and
- (2) shall not be affixed to any instrument except by the authority of the committee, and affixing of the common seal shall be attested by the signatures of two members of the committee.

### **36. Custody of books and records**

Subject to the Act, the Regulations and these rules, the president, secretary, treasurer and public officer shall keep under their control all books, records and other documents relating to their duties.

**37. Inspection of books and records**

Subject to the Privacy Act 1988, the records, books and other documents of the Club shall be open to inspection, at the Club's premises, free of charge, by a member of the Club, upon giving the secretary at least two working days notice, in writing, and specifying the general nature of the books, records and documents to be inspected.

**38. Service of notice**

- (1) For the purpose of these rules, a notice may be served by or on behalf of the Club upon any member, either personally or by postal or courier service, to a member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying, posting or delivering to the person, a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person either at the time the letter was personally or courier delivered, or would have been delivered by the postal service.

**39. Voluntary winding up**

The Club may be wound up voluntarily if the Club has, by special resolution, resolved to that effect at a general meeting conducted in accordance with rule 34 (1).

**40. Surplus**

In the event that the Club is wound up voluntarily in accordance with rule 39, the Club shall also pass a special resolution at that same general meeting vesting its surplus property to another Senior Citizens' club, or to another community organisation.