



**OMNIA ADVENTURERS AND SOCIAL CLUB**

**INCORPORATED**

**CONSTITUTION**

Registration Number A00922

Revised May 2012



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**THE CONSTITUTION AND RULES OF THE  
OMNIA ADVENTURERS AND SOCIAL CLUB INCORPORATED**

**NAME**

**1. Name**

- 1.1 The name of the association shall be **OMNIA ADVENTURERS AND SOCIAL CLUB INCORPORATED** (in these Rules called "The Association"). The Association was Incorporated in 1980, registration number A00922.

**INTERPRETATION**

**2. Interpretation**

- 2.1 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act and its Regulations in force the date on which these Rules are adopted by the Association.
- 2.2 In these Rules:
- a) the "Association" means the **OMNIA ADVENTURERS AND SOCIAL CLUB INCORPORATED**;
  - b) "Member" means a member of the Association and includes full and honorary life members;
  - c) the "Seal" means the Common Seal of the Association;
  - d) the "Secretary" means the person elected or appointed by the members to act as Secretary of the Association;
  - e) the "President" means the person elected or appointed by the members to act as President of the Association;
  - f) the "Vice-President" means the person elected or appointed by the members to act as the Vice-President of the Association. In the absence of the President, the Vice-President shall have all of the rights and responsibilities of the President;
  - g) the "Treasurer" means the person elected or appointed by the members to act as the Treasurer of the Association;
  - h) the "Membership Secretary" means the person elected or appointed by the members to maintain membership records;
  - i) the "Committee" means the elected officers and ordinary Committee members of the Association;

- j) the "Public Officer" is a person elected or appointed by the members to act as a point of contact between the Association and the community and to represent the Association in dealings with the Office of Regulatory Services.
- k) "Activities Organiser" means a person or persons who manage specific functions or activities on behalf of the Association;
- l) the "Territory" means the Australian Capital Territory; and
- m) the "Act" means the Associations Incorporation Act 1991 and its Regulations.

## **OBJECTS, PURPOSES AND POWERS**

### **3. Objects and Purposes**

3.1 The basic objects of the Association are:

- a) to provide the means for members to expand their horizons and optimise the use of their leisure time through co-operative effort and encouragement of social interaction;
- b) to develop the potential skills of members in sporting, educational, cultural, social and other activities; and
- c) to foster and promote in the community, activities that tend to involve and encourage the spirit of adventure and to improve use of leisure.

### **4. Powers**

4.1 In addition to the basic objects of the Association, the powers of the Association shall be deemed to include:

- a) to affiliate with such persons or entities as will provide benefits to all Association members;
- b) the purchase or taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
- c) the buying, selling and supplying of, and dealing in goods of all kinds, as necessary or convenient for any of the objects or purposes of the Association;
- d) the construction, maintenance and alteration of building or works necessary or convenient for any of the objects or purposes of the Association;
- e) to accept any gift or grant, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
- f) to procure contributions to the funds of the Association whether by way of subscription, donation or such other means as the Committee may in its sole discretion deem expedient;

- g) such other activities as the Committee may deem appropriate;
- h) to print and publish newsletters, periodicals, books, leaflets or other documents as the Committee may think desirable for the promotion of the objects and purposes of the Association;
- i) to invest any moneys of the Association whether secured or unsecured in such manner as the Committee may from time to time determine;
- j) to make gifts, subscriptions or donations to any of the funds, to authorities or institutions to which Paragraph (a) of Sub Section (1) of the Section 78 of the Income Tax Assessment Act 1936 - of the Commonwealth relates;
- k) the establishment and support or aiding in the establishment or support of any other association formed for any of the objects of the Association;
- l) to do all such other lawful things as are incidental or conducive to the attainment of the aforesaid objects of the Association;
- m) the Association shall not affiliate with any person or entity who practises discrimination in respect of age, gender, race, creed, or political point of view;
- n) a member must not solicit, offer or in any other way sell, market or promote any Network or Pyramid style marketing scheme; and
- o) at the discretion of the Committee members may advertise goods and or services only in the Association Newsletter.

## **MEMBERSHIP**

### **5. Membership**

#### 5.1 Membership consists of:

- a) Full membership  
Full membership comprises one adult and any dependent children under the age of 18 years;
- b) Interim Membership  
Interim membership is temporary membership given to an applicant as described in Rule 5.2.
- c) Honorary Life Membership  
An honorary life membership may be awarded to a member of the Association who can demonstrate at least ten (10) years duration of membership and who has served a minimum of two (2) full terms on the Committee or Activities Sub-Committee or one (1) term on each of the Committee and Activities Sub-Committee or has been substantially involved in organising activities, and in the opinion of the Committee has provided outstanding service and is deserving of such an award. No more than two (2) honorary life members may be appointed in one (1) financial year:

- i. nominations for life membership may be made by a financial member of the Association for consideration by the Committee, but initial approval or otherwise remains the prerogative of the Committee;
- ii. the Committee has the discretion to choose to award or not to award any honorary life membership in a particular financial year;
- iii. appointment of an honorary life member must be notified in the monthly Newsletter following the award and again in the Annual Report of the Association;
- iv. objections to Committee decisions on nominations for honorary life membership may be voted on at a Special General Meeting or the next Annual General Meeting.
- v. honorary life members will not be required to pay the annual subscription but will be responsible to pay normal fees that apply for any Club activity.

## 5.2 New Membership

- a) Every application for membership shall consist of a signed membership application form, delivered or sent by post or electronic means, and the current joining fee;
- b) On receipt of an application for membership, the Membership Secretary shall give the applicant general membership access to the Association's website which includes information regarding the Association's Rules.
- c) Each applicant is entitled to interim membership until their application for membership is approved by the Committee. Interim membership includes the right to attend any activity but excludes all other entitlements of full membership.
- d) The name of each applicant shall be published in the Association Newsletter and members may raise objection to the applicant's membership by a notice in writing sent by post or electronic means to the Membership Secretary within fourteen (14) days of such publication;
- e) The Committee of the Association shall in determining admission or rejection of any applicant take into consideration any objections of members made in accordance with this rule;
- f) If the Committee of the Association determines to reject any application it may, if requested in writing by the applicant, reply in writing setting out the reasons for rejection of the application, but the Committee shall have the right to refuse membership to any person without giving any reason for that refusal;
- g) If an applicant's application is rejected, the joining fee and membership fee will be refunded.
- h) Where an application has been approved for membership and appropriate membership fees paid, the applicant's name, address and joining date shall be placed on the Association's Register of Members;
- i) Every applicant approved as a member shall be deemed to agree to pay fees and charges as prescribed from time to time under Rule 30 and to be bound by the Rules and by-laws of the Association;



- j) Prior payment of the joining fee shall be conclusive evidence of such agreement; and
- k) The Committee may hold information sessions as required for prospective members and applicants for membership to attend.

5.3 A member of the Association may at any time resign from the Association by delivering or sending by post or electronic means to the Membership Secretary a written notice of resignation:

a) upon receipt of a notice of resignation under Sub-Rule (3) of this rule the Membership Secretary shall remove the name of the member by whom the notice was given, from the Register of Members, whereupon that member ceases to be a member of the Association.

b) a right, privilege, or obligation of a person by virtue of membership of the Association is not capable of being transferred or transmitted to another person and terminates upon cessation of his/her membership, whether by resignation, death or otherwise;

5.4 Members will not be liable to contribute towards payment of liabilities or costs or expenses of the Association on its winding up beyond the limit of any unpaid subscription required under Rule 31.

5.5 A member who fails to renew their annual subscription within sixty (60) days of the anniversary of their joining date shall automatically have their membership lapsed whereupon their name shall be removed from the Register of Members.

5.6 No restriction shall be imposed on any person by virtue of religion, political beliefs, gender or race.

5.7 An adult member has the right to attend all meetings of the Association, unless specifically excluded by motion of the meeting.

## **6. Notices**

6.1 A notice may be served by or on behalf of the Association upon any member either personally or sent by post or electronic means.

## **7. Discipline**

7.1 Subject to this rule, the Committee may expel or suspend a member from participation in Association activities or meetings if, in the opinion of the Committee, the member has been guilty of conduct detrimental to the interests of the Association.

a) Where the majority of the Committee considers that a member's action is disruptive, dangerous or in some other way detrimental to the best interests of other members, and that urgent action by the majority of the Committee under this Sub-Rule is warranted, the majority of the Committee may, in its absolute discretion, suspend that member from participation in Association activities for up to 30 days.

b) Where the majority of the Committee considers that urgent action is not warranted, or during a period of urgent suspension under Sub-Rule (1a), it may suspend a member for a period of suspension of not less than two (2) months or not more than twelve (12) months.

- 7.2 The expulsion or suspension of a member under Sub-Rule (1b) of this rule does not take effect:
- a) until the expiration of seven (7) days after the service on the member of a notice under Sub-Rule (3) of this rule; or
  - b) if the member exercises his/her right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal, whichever is the later date.
- 7.3 Where the Committee expels or suspends a member from the Association under Sub-Rule (1b), the Secretary of the Association shall, without undue delay, cause to be served on the member a notice in writing either delivered by hand, or sent by post or electronic means:
- a) stating that the Committee has suspended or expelled the member;
  - b) specifying the grounds for the suspension or expulsion; and
  - c) informing the member that if he/she so desires he/she may, within fourteen (14) days after service of the notice, appeal against the suspension or expulsion as provided in this rule.
- 7.4 A member on whom a notice under Sub-rule (3) of this rule is served may appeal against the expulsion or suspension to a special general meeting by delivering or sending by post or electronic means to the Secretary of the Association, within fourteen (14) days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing his/her appeal.
- 7.5 Upon receipt of a requisition under Sub-Rule (4) of this rule, the Secretary shall immediately notify the Committee of its receipt and the Committee shall thereupon cause a special general meeting of members to be held within twenty-eight (28) days after the date on which the requisition is received by the Secretary.
- 7.6 At a special general meeting convened for the purpose of this rule:
- a) no business other than the question of the suspension or expulsion shall be transacted;
  - b) the Committee may place before the meeting details of the grounds of the suspension or expulsion and the Committee reasons for the expulsion or suspension;
  - c) the expelled or suspended member shall be given an opportunity to be heard; and
  - d) the members present shall vote by secret ballot on the question whether the expulsion or suspension should be lifted or confirmed.
- 7.7 If at the special general meeting a majority of the members present vote in favour of the lifting of the suspension or expulsion, the suspension or expulsion shall be deemed to have been lifted and the member is entitled to continue his/her membership of the Association.
- 7.8 If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion or suspension the penalty takes effect, and the expelled or suspended member ceases to be a member of the Association, except for a suspended member whose rights of membership cannot be exercised until the period of suspension has elapsed.

7.9 A member who has been suspended or expelled under Rule 7 is not entitled to a refund of any fees paid.

## **MANAGEMENT**

### **8. Committee**

8.1 The affairs of the Association shall be managed by a Committee constituted as provided in Rule 10.

8.2 The Committee:

- a) shall control and manage the business and affairs of the Association;
- b) may, subject to these Rules and the Act, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these Rules to be exercised by general meetings of members of the Association; and
- c) subject to the Act and these Rules, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

### **9. Officers**

9.1 The officers of the Association shall be:

- a) a President;
- b) a Vice-President;
- c) a Treasurer;
- d) a Secretary; and
- e) a Membership Secretary.

9.2 Each officer of the Association shall hold office until the next annual general meeting after the date of his/her election and is eligible for re-election.

9.3 In the event of a casual vacancy in any office mentioned in Sub-Rule (1) of this rule, the Committee may appoint one of its members to the vacant office, and the member so appointed may continue in office up to and including the conclusion of the next annual general meeting following the date of his/her appointment.

### **10. Composition of the Committee**

10.1 The Committee shall consist of the officers of the Association and up to two (2) ordinary members.

10.2 Each ordinary Committee member shall, subject to these Rules, hold office until the next annual general meeting after the date of his/her election, and is eligible for re-election.

10.3 In the event of a casual vacancy occurring in the office of ordinary Committee member, the Committee may appoint a member of the Association to fill the vacancy, and the member so appointed shall hold office, subject to these Rules until the conclusion of the next annual general meeting following the date of his/her appointment.

## **11. Election of Committee**

11.1 Nomination of candidates for election as officers of the Association or as ordinary Committee members:

- a) shall be made by two (2) members of the Association with the consent of the candidate; and
- b) shall be received up to and including the date of the annual general meeting.

11.2 a) All nominations received from candidates for election as officers of the Association or as ordinary Committee members shall be subject to a ballot at the annual general meeting.

b) If insufficient nominations are received to fill all vacancies as officers of the Association or as ordinary Committee members, nominations for the vacancies shall be invited from members attending the annual general meeting and a ballot shall be held at the annual general meeting.

c) Notwithstanding nominations already received prior to the annual general meeting, members shall be invited to nominate for all positions of officers of the Association or as ordinary Committee members at the annual general meeting prior to the ballot.

11.3 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

11.4 The ballot for the election of officers and ordinary Committee members and the Public Officer shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

11.5 Members may be elected at the annual general meeting to Administrative Positions to assist in the running of the Association according to needs at the time.

11.6 An outgoing Committee must transfer all books, records both hardcopy and electronic, moneys and property of the Association to the newly elected Committee at a changeover meeting within fourteen (14) days after the annual general meeting.

## **12. Vacation of Office**

12.1 For the purposes of these Rules, the office of an officer of the Association becomes vacant if the officer:

- a) dies;
- b) becomes unsound of mind;
- c) resigns his/her office personally or sent by post or electronic means addressed to the Secretary;

- d) fails, without leave granted by the Committee, to attend three (3) consecutive meetings of the Committee;
- e) becomes insolvent within the meaning of the Corporations Law;
- f) ceases to be a member of the Association;
- g) is disqualified under Section 63 (1) of the Act;
- h) fails to pay all arrears of subscription due by him/her within fourteen (14) days after he/she has received a notice in writing sent by post or electronic means signed by the Secretary stating that he/she has ceased to be a financial member of the Association;
- i) is removed from office under Rule 12.2; or
- j) is suspended or expelled on disciplinary grounds under Rule 7.

12.2 The Association in general meeting may by resolution, subject to Section 50 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.

### **13. Committee Meetings**

13.1 The Committee shall meet at least once in each month at such place and at such times as the Committee may determine.

13.2 Special meetings of the Committee may be convened by the President, or any three (3) of its members.

13.3 The Secretary shall give notice personally or send by post or electronic means to members of the Committee of any special meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.

13.4 Any three (3) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

13.5 No business shall be transacted unless a quorum is present and, if within forty-five (45) minutes of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.

13.6 At meetings of the Committee, the President, or in his/her absence the Vice-President, shall preside. If both are absent one other Committee member may be chosen to preside by members present.

13.7 Questions arising at meetings of the Committee or of any sub-Committees appointed by the Committee, shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

- 13.8 Each member present at a meeting of the Committee or any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one (1) vote and, in the event of an equality of votes of any question, the person presiding may exercise a second or casting vote.
- 13.9 Notice of each Committee meeting shall be given to each member of the Committee at a reasonable time before the meeting or sent by post or electronic means.

#### **14. Sub-Committees**

- 14.1 In addition to the Committee, the following Sub-Committees may be appointed with the following powers and functions:

a) Policy and Administration Sub-Committee.

The President shall be the Chairperson of the Policy and Administration Sub-Committee assisted by the Vice-President and a nominated Committee member. The Policy and Administration Sub-Committee shall under the direction of the Committee make recommendations to the Committee on matters relating to variations to the Rules and by-laws of the Association and matters relating to variations in the administrative procedures of the Association and/or its Committee and Sub-Committees.

b) Finance Sub-Committee

The Treasurer shall be the Chairperson of the Finance Sub-Committee assisted by the Vice-President and a nominated committee member. The Finance Sub-Committee shall, under the direction of the Committee make recommendations to the Committee on matters relating to the raising of investment and distribution of the Associations funds and in matters of planning of Association development and the provision of funds for future projects and any other matter relating to the management, co-ordination and distribution of moneys as directed by the Committee.

c) Activities Co-Ordination and Promotion Sub-Committee

The Vice-President shall be the Chairperson of the Activities Co-Ordination and Promotion Sub-Committee assisted by all Activity Organisers. The Activities Co-Ordination and Promotion Sub-Committee shall under direction of the Committee develop, co-ordinate, conduct, publicise and account for all Association functions and activities and shall appoint for each planned activity an Activity Organiser who, under the direction of the Sub-Committee, undertake the management on behalf of the Sub-Committee of a specific function, series of functions, activity or series of activities. The Sub-Committee has as its aim the continual growth of the range of activities offered to members and the satisfaction of the desires of members as expressed to the Activity Organisers at the time of joining the Association or at any subsequent time. The Sub-Committee shall obtain from the co-ordinator of Activity Organisers a full report on each function and shall satisfy itself and the Committee as to the proper handling of all expenditures and receipts from such activities. All such accounts shall be handed immediately to the Treasurer.

d) Membership Sub-Committee.

The Vice President shall be the Chairperson of the Membership Sub-Committee assisted by the membership secretary. The Membership Sub-Committee shall under the direction of the Committee appraise, accept or reject all membership applicants. The Sub-Committee shall make recommendations to the Committee of all matters relating to the development of Association membership, suspension, expulsion, renewal or lapsed memberships, membership dues, collection

of dues, delivery to the Treasurer of all moneys and the advising of membership additions and deletions to the Membership Secretary for entry in the Association Membership register. The Sub-Committee shall undertake all activities deemed to be necessary to increase Association membership under the direction of the Committee.

- 14.2 The Committee may at any time appoint a Sub-Committee from the members as it may think fit and shall prescribe the powers and functions thereof. All matters discussed and agreed upon by the Sub-Committee are to be reported to the Committee.
- 14.3 Three (3) appointed members of a Sub-Committee constitute a quorum at a meeting of the Sub-Committee.
- 14.4 The Secretary of the Association is responsible for calling meetings of a Sub-Committee, however the Committee may delegate this responsibility to the Chairperson of the Sub-Committee.
- 14.5 Notice of each Sub-Committee meeting shall be given to each member of the Sub-Committee at a reasonable time before the meeting or sent by post or electronic means.

## **15. Administrative Positions and Activity Organisers**

- 15.1 Association members may be elected or appointed from time to time into Administrative Positions to assist in the running of the Association according to needs at the time. Members so elected or appointed are not members of the Committee.
- 15.2 Activity Organisers may be appointed by the Committee or be accepted by the Committee to conduct activities on behalf of the Association within the scope of this constitution and relevant legislation.
- 15.3 The Activities Organiser may at his/her sole discretion or with authority of the Committee or a Sub-Committee refuse any member the right to participate in any event or function if the Activity Organiser has reason to believe that participation by that member might endanger the safety, or welfare of that member or the group or the successful or acceptable conduct of a particular function or activity.

## **GENERAL MEETINGS**

### **16. Special General Meeting**

- 16.1 The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 16.2 The Committee shall, on the requisition in writing of not less than ten (10) per cent of the membership at the date of convening the special general meeting convene a special general meeting of the Association.
- 16.3 A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and mailed to the PO Box of the Association or sent electronically to the Secretary and may consist of several documents in the like form, each signed by one or more of the members making the requisition:

a) notice of the special meeting including time, place, date and the business to be transacted must be served on or sent by post or electronic means to all members at least twenty-one (21) days before the date of the meeting - see Rule 6 - Notices.

16.4 If the Committee does not cause a special general meeting to be held within twenty-eight (28) days from the date on which a requisition is lodged in accordance with Rule 16.3, the members making the requisition, or any of them may convene the meeting, but any meeting so convened shall not be held after three (3) months from the date of the deposit of the requisition.

16.5 A special general meeting convened by the members making the requisition under these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.

## **17. Annual General Meeting**

17.1 The Association shall, in each year, hold an annual general meeting. The Secretary is responsible for organising the details of the meeting.

17.2 The annual general meeting shall be held on such a day (being not later than four (4) months after the close of the financial year of the Association) as the Committee may determine:

a) nature of the meeting including date, time and place and business to be transacted must be sent by post or electronic means or served on all members at least 14 days before the date fixed for the meeting - see Rule 6 - Notices.

17.3 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

17.4 The annual general meeting shall be specified as such in the notice convening it.

17.5 The ordinary business of the annual general meeting shall be:

a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;

b) to receive from the Committee, auditor, and contractors of the Association reports upon the transactions of the Association during the last preceding financial year;

c) to elect the officers of the Association, ordinary committee members, the Public Officer and members to Administrative Positions;

d) to appoint members to the Activities Sub-Committee;

e) to appoint the auditor and determine his/her remuneration; and

f) to determine the remuneration of contractors of the Association.



17.6 The annual general meeting may transact special business of which notice is given in accordance with these Rules.

17.7 All general meetings other than the annual general meeting shall be called special general meetings.

## **18. Business and Quorum at General Meetings**

18.1 All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting, with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.

18.2 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 when the meeting is considering that item.

18.3 Ten (10) per cent of the membership at the date of the general meeting personally present (being members entitled under these Rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.

18.4 If within thirty (30) minutes 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. In any other case it shall stand adjourned to same day in the next week, at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place. If at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

## **19. President to preside at General Meetings**

19.1 The President, or in his/her absence, the Vice-President, shall preside as chairperson at every general meeting of the Association.

19.2 If the President and Vice President are absent from a general meeting, the members present shall elect one of their number to preside as chairperson thereat, by show of hands.

## **20. Adjournment of General Meetings**

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

20.2 Where a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting shall be given.

20.3 Except as provided in the foregoing provisions of this Rule, it is not necessary to give any notice of an adjourned meeting.

## **21. Determination of questions arising at General Meetings**

21.1 A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the result of the show of hands a poll is demanded, 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 loss, and an entry to that effect in the minute book at the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

## **22. Votes**

22.1 a) upon any question arising at a general meeting of the Association, a member has one vote only.

b) dependent children of members are not entitled to vote.

### **22.2 Appointment of Proxies**

Each member is entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting for which the proxy is appointed. The notice appointing the proxy must be in the form set out in Appendix A.

22.3 In the case of an equality of voting on a question the chairperson of the meeting is entitled to exercise a second or casting vote.

## **23. Taking of poll**

23.1 If at a meeting a poll on any question is demanded it shall be taken at that meeting in such manner as the chairperson may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.

## **24. Polling**

24.1 A poll that is demanded on the election of a chairperson or on a question of adjournment, shall be taken immediately, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct.

## **FINANCE**

### **25. Income and Property**

25.1 The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise to any member of the Association, or any other person.

25.2 The Association shall not:

a) appoint a person who is a member of the Committee to any office of the Association to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or

- b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of pocket expenses).

25.3 Nothing in the foregoing provisions of this rule prevents the payment in good faith to a contractor or member of the Association:

- a) remuneration in return for services actually rendered to the Association by the contractor or member or for goods supplied to the Association by the contractor or member in the ordinary course of business;
- b) interest at a rate not exceeding current base bank overdraft interest rates on moneys lent to the Association by the contractor or member; or
- c) a reasonable and proper sum by way of fair market rent for premises let to the Association by the contractor or member.

## **26. Accounts**

26.1 True accounts shall be kept:

- a) of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
- b) of the property, credits, and liabilities of the Association.

26.2 The Treasurer of the Association shall faithfully keep all general records, accounting books, and records of receipts and expenditure in hardcopy or electronic form as appropriate connected with operations and business of the Association in such form and manner as the Committee may direct.

26.3 The Committee shall at least once in each period of twelve (12) months prepare or cause to be prepared a Balance Sheet setting out the assets and liabilities of the Association.

## **27. Banking and Finance**

27.1 The Treasurer or authorised officer of the Committee shall, on behalf of the Association, receive all moneys paid to the Association and immediately after the receipt thereof, prepare an official receipt.

27.2 The Committee shall cause to be opened with such bank, credit union or building society as the Committee selects, banking accounts in the name of the Association into which all moneys received shall be paid by the Treasurer or an officer authorised by the Committee, as soon as possible after receipt thereof, or by electronic funds transfer from members or applicants for membership.

27.3 Except with the authority of the Committee, no payment of a sum exceeding Ten Dollars (\$10.00) shall be made from the funds of the Association otherwise than by cheque drawn on the Association's bank account, or by electronic means, but the Committee may authorise the Treasurer to issue a cheque or authorise an electronic transfer to meet urgent expenditure up to a value to be determined by the Committee.

27.4 Activities Organisers with authority of the Committee, may collect activity fees from members on behalf of the Association as well as entrance fees and expenses for functions conducted by the Activity Organiser. Any activity fees and surplus funds shall be remitted to the Treasurer as soon as practicable.

a) The Activity Organiser when organising activities in the name of the Association shall, at the discretion of the Committee, present to the Committee a record of receipts and expenditure for that activity.

27.5 All cheques and electronic funds transfers, shall be signed or authorised by the Treasurer and one other member of the Committee or, if the Treasurer is absent, by such other member or members of the Committee as the Committee may nominate for that purpose.

27.6 Custody of Financial Records.

Subject to the Act, the Regulations and these Rules, the Treasurer shall keep in his or her custody or under his or her control all financial records and other financial documents relating to the Association.

27.7 Inspection of Financial Records

The financial records, books and other documents of the Association shall be open to inspection at a place in the Territory, free of charge, by a member of the Association at any reasonable hour.

Personal particulars of members contained in Association records shall not be disclosed unless prescribed by the Act.

**28. Auditor**

28.1 At each annual general meeting of the Association the members present shall appoint a person, who is not a member or the public officer of the Association, as the auditor of the Association.

28.2 A person so appointed shall hold office until the next annual general meeting after that at which he/she is appointed, and is eligible for re-appointment.

28.3 If an appointment is not made at an annual general meeting the Committee shall appoint an auditor of the Association for the then current financial year of the Association.

28.4 If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Committee may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding annual general meeting.

28.5 The auditor shall be a person suitably qualified as the Auditor of the Association under the Act.

**29. Auditing**

29.1 Once at least in each financial year of the Association, the accounts of the Association shall be examined by the auditor.

29.2 The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the annual general meeting.

29.3 In his/her report, and in certifying to the accounts, the auditor shall state:

- a) whether he/she has obtained the information required by him/her; and
- b) whether, in his/her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at his/her disposal and the explanations given to him/her and as shown by the books of the Association.

29.4 The Secretary of the Association shall cause to be delivered to the auditor a list of all the accounts, books, and financial records of the Association and the minutes of Committee meetings held during the past year.

29.5 The Auditor:

- a) has a right of access to the accounts, books, records, vouchers, documents and electronic records of the Association;
- b) may require from the contractors of the Association such information and explanations as may be necessary for the performance of his/her duties as auditor;
- c) may invite persons to assist him/her in investigating the accounts of the Association; and
- d) may, in relation to the accounts of the Association, examine any member of the Committee or any contractor of the Association.

### **30. Disclosure of interest**

30.1 A member of the Committee who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his/her interest in the first meeting of the Committee at which the contract or arrangement is taken into consideration.

30.2 If a member of the Committee becomes interested in a contract or arrangement after it is made or entered into, he/she shall disclose his/her interest at the first meeting of the Committee after he/she becomes so interested.

30.3 No member of the Committee shall vote as a member of the Committee in respect of any contract or arrangement in which he/she is interested and if he/she does so vote his/her vote shall not be counted.

### **31. Fees and Annual Subscription**

31.1 Until otherwise fixed under Sub-Rule (2) of this rule, the joining fee and annual rates of subscription shall be as follows:

	<b>Joining Fee</b>	<b>Annual Subscription</b>
Full Membership	\$5.00	\$30.00
Hardcopy Newsletter Fee		\$15.00

31.2 Fees and the annual rates of subscription may be altered from time to time by the Committee or by resolution of the members at an annual general meeting or special meeting.

31.3 Concessional membership fees and activity fees may be set by the Committee.

31.4 The annual subscription of a member is due and payable on the anniversary of the date of receipt of his/her initial joining fee.

### **32. Financial Year**

32.1 The financial year of the Association is the period beginning on 1 July in each year and ending on 30 June next following.

## **THE COMMON SEAL**

### **33. Common seal**

33.1 The common seal of the Association shall be kept in the custody of the Secretary.

33.2 The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures of two (2) members of the Committee.

## **AMENDMENTS TO THE CONSTITUTION**

### **34. Alteration of the Rules**

34.1 The Rules may be amended by resolution passed by three-quarters majority of financial members voting at a Special General Meeting. The Rules may only be amended in accordance with the Act and these Rules.

34.2 Notice of the proposed amendment shall be included in the notice calling the Special General Meeting.

## **DISSOLUTION**

### **35. Winding Up**

35.1 Upon the winding up of the Association the net assets of it shall be distributed to a similar organisation to the Association that complies with Section 2 (2) of the Act. If no suitable organisation exists then any surplus is to be distributed equally to the Smith Family, Salvation Army and Society of St Vincent de Paul - ACT branches or an organisation meeting the requirements of Section 78 of The Income Tax Assessment Act 1936 as decided by a meeting of the Association.

# Appendix A

## Form of appointment of proxy

I, ..... (full name)

of ..... (address)

a member of Omnia Adventurers and Social Club Incorporated, appoint

..... (full name of proxy)

of ..... (address)

a member of Omnia Adventurers and Social Club Incorporated, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on..... 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 .....

(\*To be inserted if desired.)

Note A proxy vote may not be given to a person who is not a member of the association.]