A.C.T. Companion Dog Club Incorporated

Constitution

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Part 1.1 Preliminary

1. Constitution—application

This Constitution provides the over-arching rules of the A.C.T. Companion Dog Club Incorporated (the Association)[1]. This Constitution is based on the Model Rules set out in Schedule 1 of the *Associations Incorporation Regulation 2023* (ACT). The Association has used the model rules as a starting point for its Constitution and has made amendments or additions based on its needs. If an aspect of the Constitution is inconsistent with the *Associations Incorporation Act 1991* (ACT) (the Act) or another law in force in the ACT, that aspect of the Constitution has no effect (see Act, s 34). Also, if the Model Rules make provision for a matter not provided for in the Association's Constitution, the Association's Constitution is taken to include the provision of the Model Rules in relation to that matter (see Act, s 31 (2)).

2. Association objects

(1) The aims and objects of the Association are (in no particular order):

(a) to promote responsible dog ownership and the general welfare of dogs;

(b) to teach members to train their dogs to be well-mannered companions, using contemporary humane rewards-based force-free methods;

(c) to promote participation and training in a range of dog sports;

(d) to promote and participate in dog training and other activities associated with dog training;

(e) to support the rights of dog owners, provided that such ownership is conducted in a responsible manner with welfare as a paramount consideration;

(f) to actively promote community interaction with dogs through dogs-as-therapy and other community outreach activities;

(g) to provide facilities necessary or convenient for its activities;

(h) to promote positive relationships between owners and dogs based on mutual trust;

(i) to enhance the development of social skills of dogs.

[1] The A.C.T. Companion Dog Club was incorporated on 30 April 1959. Its association number is A00046 (see the ACT Government's *Public register of associations)*.

(2) The Association may, by special resolution, alter its objects.[2] At least 21 days' notice must be given to members to propose a resolution to alter the Association's objects at a General Meeting in accordance with section 30 of the Act. This notice must be accompanied by a notice of intention to propose the resolution as a special resolution.

3. Association - powers

The Committee is responsible for the management of the Association (see Act, s 60 (2)) and, without limiting the generality thereof, has the power to:

(a) regulate the conduct of dog training;

(b) arrange dog trials and other sporting and recreational activities;

(c) make, amend and repeal rules (other than this Constitution[3]) binding on the members in relation to all the activities of the Association;

(d) employ and dismiss staff;

(e) prepare an annual budget;

(f) control the finances of the Association and open and close accounts with authorised deposit-taking institutions[4] as determined from time to time;

(g) determine joining fees, annual membership fees and any other fees to be paid by members providing overall increases do not exceed 5% in any financial year in which case the increase must be approved at a General Meeting;

(h) determine other charges and levies for special purposes from time to time;

(i) in cases of hardship, or other special circumstances, reduce or waive financial obligations of members;

(j) decide upon applications for membership;

(k) appoint and determine the appointment of sub-committees to deal with specific activities and define their powers and authorities; and

(l) in case of need, appoint a new honorary auditor if an honorary auditor appointed at a General Meeting is unable to perform their functions.

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[2] A special resolution requires at least 21 days' notice and needs to be passed with at least ¾ of the votes (see Act, s 70).

[3] Changes to the Constitution require a special resolution at a General Meeting. At least 21 days' notice must be given to members to propose a resolution to alter the Association's Constitution in accordance with sections 30 and 33 of the Act. This notice must be accompanied by a notice of intention to propose the resolution as a special resolution.

[4] An authorised deposit-taking institution is an institution (eg a bank, credit union or building society) that is authorised under the *Banking Act 1959* (Cwlth), s 9 (3) (see *Legislation Act 2001* (ACT), dict, pt 1)

4. Application of certain Acts

The following Acts apply to the Association's Constitution as if the Constitution were an instrument made under the Act:

(a) the *Electronic Transactions Act 2001* (ACT)[5];

(b) the *Legislation Act 2001* (ACT)[6];

(c) the *Work Health and Safety Act 2011* (ACT)[7]; and

(d) the *Fair Work Act 2009* (Cwlth)[8].

Part 1.2 Membership

5. Membership—categories

The Association consists of the following categories of membership:

(a) Household Member—Any person may apply for household membership.

(b) Honorary Member—Honorary membership may be conferred on such persons and for such periods as the Committee determines.

(c) Honorary Life Member—A member who has rendered outstanding service or benefits to the Association may be recommended for honorary life membership.

(i) The recommendation must be made by the Committee, or upon a written nomination signed by not less than five members, and received by the Committee together with details of the nominee's qualifications at least one month prior to the next Annual General Meeting.

(ii) The recommendation must be submitted to the next Annual General Meeting as a motion and needs to be passed with at least ⅔ of the votes for Honorary Life Membership to be conferred.

(iii) No more than two Honorary Life Membership recommendations can be submitted to an Annual General Meeting in any Association year.

(d) Instructor—A member who has been approved by the Committee as an instructor. Unless their membership ends due to the circumstances set out in

[5] Under the *Electronic Transactions Act 2001*, s 8, information required to be given in writing may be given electronically. For example, applications for membership may be given by email.
[6] The *Legislation Act 2001* contains definitions and other provisions relevant to the Association's Constitution.
[7] The *Work Health and Safety Act 2011* (ACT) is relevant in the Association's capacity as an employer.
[8] The *Fair Work Act 2009* (Cwlth) is relevant in the Association's capacity as an employer.

section 11, an instructor retains their status providing they satisfy annual obligations determined by the Committee from time to time.

(e) Honorary Instructor – The status of honorary instructor may be conferred on an instructor in recognition of service to the Club as determined by the Committee from time to time. Unless their membership ends due to the circumstances set out in section 11, an honorary instructor retains their status providing they satisfy annual obligations determined by the Committee from time to time.

(f) Committee Member—A member who has been elected to the Committee at an Annual General Meeting (section 50) or appointed to a casual vacancy (section 53) by the Committee.

(g) Sub-committee Member—A member endorsed by the Committee to serve on a sub-committee (sections 3(k) and 40).

6. Household Membership—application

(1) A person may apply to the Committee to become a household member of the Association.

(2) The application must—

(a) be submitted on the prescribed form; and

(b) include—

(i) the applicant's name and contact details (address, email and telephone number);

(ii) the names of any additional applicants residing at the same address and their ages if under sixteen years old; and

(iii) a statement that the applicant supports the Association's objects and agrees to comply with the *Associations Incorporation Act 1991*, the Association's Constitution and any sub-ordinate rules and policies; and

(c) be signed by the applicant, and

(d) accompanied by the prescribed joining fee, annual membership fee and any other fees, charges or levies determined by the Committee from time to time.

(3) The Committee may require the application to be in a form decided by the committee from time to time.

7. Household Membership—decision

(1) The Committee must consider each application for membership and decide whether to accept or reject the application.

(2) The Committee may reject an application only if—

(a) the application does not comply with section 6 (2); or

(b) if the Committee requires an application to be in a particular form under section 6 (3)—the application is not in the required form; or

(c) the Committee is not satisfied that the applicant will support the Association's objects and comply with the Act and the Association's Constitution and any sub-ordinate rules and policies.

(3) If the Committee rejects an application, it must give the applicant written notice of its decision as soon as practicable after deciding the application and refund any funds paid to the Association as part of the application process.

(4) If the Committee accepts the application, the Committee must record the information required by the Act, section 67 (2) in the register of members.[9]

8. Household Membership—when membership begins

(1) A person's membership begins on the day the Committee accepts the person's application for membership.

(2) Upon acceptance of an application by the Committee an applicant becomes a member of the Association and is bound by the Act, Constitution and any sub-ordinate rules and policies, copies of which must be supplied upon request.

9. Household Membership—joining fee, annual membership fee and other fees, charges or levies

(1) The fee to join the Association (the joining fee) is the amount decided at a General Meeting under section 64 (5) (g) or by the Committee under section 3 (g).

(2) The annual fee for membership of the Association (the annual membership fee) and any other fees are the amounts decided at a General Meeting under section 64 (5) (g) or by the Committee under section 3 (g).

[9] The information required to be recorded in the register includes the person's name and contact details (address, email and telephone number), class of membership, the date the person became a member and anything else required by the Association (see Act, s 67 (2)). A member may apply to the Committee to restrict access to the member's personal information on the register (see Act, s 67B).

(a) The annual membership fee is payable before or on the anniversary of the member's application for membership or, in the case of instructors, Committee members and sub-committee members, on the first day of October each year.

(3) Other fees, charges or levies are payable—

(a) on a pro rata basis before or on the anniversary of the member's application for membership; or

(b) if the Committee decides another date—that date.

10. Membership— rights, privileges and obligations

(1) Household Member—Named household members over sixteen years of age are eligible for election to the Committee (subject to section 49 (4)) and may vote as members.

(2) Honorary Member— Honorary membership is personal and does not apply to other members or persons in the same household; the honorary member is not required to pay any annual membership fee and, at the Committee's discretion, may not pay other fees, charges or levies. Honorary members are entitled to all privileges of membership, except that they are not eligible for election to the Committee and cannot vote. Where an Honorary Member also fulfils another category of membership (eg Instructor, Sub-committee member) they may be required to satisfy annual obligations determined by the Committee from time to time.

(3) Honorary Life Member— Honorary life membership is personal and does not apply to other members or persons in the same household; the honorary life member is not required to pay any annual membership fee and any other fees, charges or levies and is entitled to all privileges of membership. Such members are eligible for election to the Committee (subject to section 49 (4)), and may vote providing the member is over sixteen years of age. Where an Honorary Life Member also fulfils another category of membership (eg Instructor, Sub-committee member, Committee member) they may be required to satisfy annual obligations determined by the Committee from time to time.

(4) Instructor—An instructor is required to pay a partial annual membership fee and other fees, charges or levies as determined by the Committee from time to time. Instructors have the same rights and privileges as a household membership, and may have additional rights and privileges as determined by the Committee from time to time. Unless their membership ends due to the circumstances set out in section 11, an instructor retains their status providing they satisfy annual obligations determined by the Committee from time to time.

(5) Honorary Instructor—An honorary instructor is not required to pay any annual membership fee and, at the Committee's discretion, may not pay other fees, charges or levies as determined by the Committee from time to time. Honorary instructors have the same rights and privileges as a household membership, and may have additional rights and privileges as decided by the Committee from time to time. Unless their membership ends due to the circumstances set out in section 11, an honorary instructor retains their status providing they satisfy annual obligations determined by the Committee from time to time.

(6) Committee Member— A Committee member is required to pay a partial annual membership fee and other fees, charges or levies as determined by the Committee from time to time. Committee Members have the same rights and privileges as a household membership, and may have additional rights and privileges as decided by the Committee from time to time.

(7) Sub-committee Member— A Sub-committee member is required to pay a partial annual membership fee and other fees, charges or levies as determined by the Committee from time to time. Sub-committee members have the same rights and privileges as a household membership, and may have additional rights and privileges as decided by the Committee from time to time.

(8) A member who changes their contact details (address, email and/or telephone number) must immediately give notice thereof to the Secretary or a nominee approved by the Committee. No person is entitled to exercise the rights and privileges of a member unless their name appears on the register of members as a financial member for the time being of the Association.

(9) The Committee may determine other membership rights, privileges and obligations from time to time.

11. Membership—when membership ends

A person's membership ends if—

(a) the person resigns under section 12; or

(b) with the exception of Honorary Life Members, Honorary Members and Honorary Instructors, the person has not paid their annual membership fee within one month after the due date; or

(c) the person's membership is cancelled as a result of disciplinary action taken under part 1.3; or

(d) the member—

(i) dies; or

(ii) is not physically or mentally fit to exercise the functions of membership; or

(e) the incorporation of the Association is cancelled under—

(i) the Act, section 83 (Cancellation where continued incorporation inappropriate); or

(ii) the Act, section 85 (Cancellation of incorporation following voluntary transfer); or

(iii) the Act, section 93 (Cancellation of incorporation); or

(f) the Association is wound up under—

(i) the Act, section 88 (Voluntary winding up); or

(ii) the Act, section 90 (Winding-up by the court).

12. Membership—resigning

(1) A member may resign their membership of the Association by giving written notice to the Secretary.

(2) The resignation takes effect—

(a) on the day the Secretary receives the notice; or

(b) if another day is stated in the notice—on that day.

(3) Despite section 13 (b), a person who resigns their membership remains liable for any annual membership fee the person owes the Association when the resignation takes effect.[10]

(4) The Committee must denote members who resign as 'inactive' as soon as practicable after the member's resignation takes effect so that their information does not appear in the Register of Members.

13. Membership—rights, privileges and liabilities not transferable

(1) A member's rights and liabilities—

(a) are not transferable; and

(b) end when the member's membership ends.

[10] An amount owing under a law may be recovered as a debt in a court of competent jurisdiction or the ACT Civil and Administrative Tribunal (see *Legislation Act 2001* (ACT), s 177).

Part 1.3 Dispute resolution and disciplinary procedure

Division 1.3.1 Dispute resolution procedure

14. Application—div 1.3.1

This division sets out the dispute resolution procedure for dealing with a dispute under the Act or the Association's Constitution between—

(a) a member and another member; or

(b) a member and the Committee.[11][12]

15. Meaning of party to a dispute—div 1.3.1

In this division: party, to a dispute, means—

(a) if the dispute is between members—the members; or

(b) if the dispute is between a member and the Committee—the member and the Committee.[13]

16. Resolving dispute by agreement

(1) The parties to a dispute must attempt to resolve the dispute by agreement between themselves.

(2) A party to the dispute may ask the Committee to help the parties resolve the dispute by agreement if—

(a) the Committee (or any individual member) is not a party to the dispute; and

(b) the parties are unable to resolve the dispute between themselves.

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[11] Examples—disputes under the Act or the Association's Constitution: a dispute about when the annual membership fee for membership is due; a dispute about when an annual general meeting must be held; a dispute arising out of a refusal of a request under the Act, s 67B by a member to restrict access to personal information about the member recorded in the register of members; a dispute about whether the Association is acting in accordance with its objects; a dispute about whether a member is acting in accordance with the Association's objects. There are further requirements for dispute resolution procedures in the Act, s 65B.

[12] On application by the Association, a court may direct a person to comply with the Association's Constitution and may declare and enforce the rights or obligations of members or the Association (see Act, s 53)

[13] A member may appoint someone to act on their behalf in the dispute resolution procedure (see Act, s 65B (2).

17. Dispute resolution procedure—starting the procedure[14]

(1) If the parties to a dispute do not resolve the dispute by agreement under section 16, any party to the dispute may start the dispute resolution procedure by giving written notice to the Committee.

(2) The notice must—

(a) include the names and contact details of the parties to the dispute; and

(b) give a brief summary of the matters in dispute (a dispute summary) including the relevant provisions of the Act and the Association's Constitution (if known); and

(c) briefly state the steps the parties have taken to resolve the dispute.

18. Dispute resolution procedure—appointing decision maker

(1) As soon as practicable after receiving a notice under section 17, the Committee must appoint a decision maker to decide the outcome of the dispute.[15]

(2) The Committee must ensure that the decision maker—

(a) is unbiased; and

(b) has, or can quickly acquire, knowledge of the following:

(i) the Act;

(ii) the Association's Constitution;

(iii) the Association's objects;

(iv) the management and operation of the Association; and

(c) does not have a conflict of interest.

(3) The Committee must give the decision maker a copy of the notice.

19. Dispute resolution procedure—notice to parties about decision maker

(1) As soon as practicable after a decision maker is appointed under section 18, the Secretary must give written notice to each party to the dispute that the dispute resolution procedure has started.

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[14] A member who is the subject of a disciplinary procedure must not start a dispute resolution procedure in relation to the same matter until the disciplinary procedure (including any appeal) is complete (see Act, s 65C (4)).

[15] For laws about appointments, see the *Legislation Act 2001* (ACT), pt 19.3. Note: A member of the Committee who has a material personal interest in a matter must not (a) be present while the matter is being considered or (b) vote on the matter, see *Associations Incorporation Act 1991*, sections 65 and 65A.

(2) However, if the Committee is a party to the dispute, the Secretary is not required to give the Committee notice under subsection (1).

(3) The notice must include—

(a) a copy of the dispute summary for the dispute; and

(b) the name and contact details of the decision maker; and

(c) information about the dispute resolution procedure.

20. Dispute resolution procedure—opportunity to be heard

(1) Before deciding the outcome of a dispute, the decision maker must invite each party to make a written or oral submission (or both) about the dispute.

(2) The invitation must state—

(a) if the decision maker invites the parties to make a written submission—a period of not less than 14 days in which a party may make a written submission (the submission period); and

(b) if the decision maker invites the parties to make oral submissions—the day and time (within the submission period) when the party can make their oral submissions.

(3) The decision maker may also attempt to resolve the dispute with the agreement of the parties to the dispute.

21. Dispute resolution procedure—outcome

(1) As soon as practicable after the submission period has ended, the decision maker must—

(a) consider any submissions received by the decision maker during the submission period; and

(b) decide the outcome of the dispute (the dispute decision); and

(c) give the parties to the dispute a written notice stating—

(i) the dispute decision; and

(ii) the reasons for the dispute decision [16]; and

(iii) that a party to the dispute may appeal the dispute decision under division 1.3.3 (Appealing decisions); and

[16] For what must be included in a statement of reasons, see the Legislation Act, s 179.

(d) if the Committee is not a party to the dispute—give the Committee a copy of the notice mentioned in paragraph (c).

22. Dispute resolution procedure—ending dispute by agreement

(1) The parties to a dispute may agree to end the dispute at any time before the decision maker decides the outcome of the dispute.

(2) If the parties agree to end the dispute, they must give written notice to the following people:

(a) if the Committee is not a party to the dispute—the Committee;

(b) if a decision maker has been appointed for the dispute—the decision maker.

(3) The notice must state—

(a) that the parties have agreed to end the dispute; and

(b) the terms of the agreement.

Division 1.3.2 Disciplinary procedure

23. Definitions—div 1.3.2

(1) In this division:

disciplinary action, against a member of the Association in relation to the member's status as a member of the Association, includes any of the following:

(a) demoting the member to a level of membership with fewer rights and privileges;

(b) suspending the member's entitlement to exercise some or all of the member's rights and privileges as a member for a stated period;

(c) suspending the member's membership for a stated period;

(d) cancelling the member's membership and disqualifying the member from applying for membership for a stated period.

ground for disciplinary action—see section 25.

24. Application—div 1.3.2

This division sets out the disciplinary procedure the Association must use if it proposes to take disciplinary action against a member.[17]

[17] There are further requirements for disciplinary procedures in the Act, s 65C. A court may direct a person to comply with the Association's Constitution and may declare and enforce the rights or obligations of

25. Disciplinary procedure—grounds for disciplinary action

Each of the following is a ground for disciplinary action against a member of the Association:

(a) the member has failed to comply with the Act or the Association's Constitution or sub-ordinate rules and policies;

(b) the member has acted in a way that is likely to be harmful or prejudicial to the interest of the Association.

26. Disciplinary procedure—proposed disciplinary action

If the Committee is satisfied that a ground for disciplinary action exists in relation to a member of the Association, the Committee may, by resolution, propose to take disciplinary action (the proposed disciplinary action) against the member in relation to the member's status as a member.

27. Disciplinary procedure—appointing decision maker

(1) If the Committee passes a resolution under section 26, the Committee must appoint a decision maker to decide whether to take the proposed disciplinary action.[18]

(2) The Committee must ensure that the decision maker—

(a) is unbiased; and

(b) has, or can quickly acquire, knowledge of the following:

(i) the Act;

(ii) the Association's Constitution;

(iii) the Association's objects;

(iv) the management and operation of the Association; and

(c) does not have a conflict of interest.

(3) The Committee must give the decision maker the following information in writing:

(a) the name and contact details of the member who is the subject of the proposed disciplinary action;

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members or the Association (see Act, s 53). The Association may (but need not) also use the disciplinary procedure set out in this division if it proposes to take other disciplinary action against a member.

[18] For laws about appointments, see the *Legislation Act 2001* (ACT), pt 19.3. Note: A member of the Committee who has a material personal interest in a matter must not (a) be present while the matter is being considered or (b) vote on the matter, see *Associations Incorporation Act 1991*, sections 65 and 65A.

(b) details about the proposed disciplinary action;

(c) the grounds for the proposed disciplinary action.

28. Disciplinary procedure—notice to member about proposed disciplinary action

(1) As soon as practicable after appointing a decision maker under section 27, the Committee must give the member written notice telling the member that the disciplinary procedure has started.

(2) The notice must include—

(a) details about the proposed disciplinary action; and

(b) the grounds for the proposed disciplinary action; and

(c) the name and contact details of the decision maker; and

(d) information about the disciplinary procedure.

29. Disciplinary procedure—opportunity to be heard

(1) Before deciding whether to take the proposed disciplinary action, the decision maker must invite the member to make a written or oral submission (or both) about—

(a) the proposed disciplinary action; and

(b) the grounds for the proposed disciplinary action.

(2) The invitation must state—

(a) if the decision maker invites the member to make a written submission—a period of not less than 14 days in which the member may make a written submission (the submission period); and

(b) if the decision maker invites the member to make oral submissions—the day and time (within the submission period) when the member can make their oral submissions.

30. Disciplinary procedure—outcome

(1) As soon as practicable after the submission period has ended, the decision maker must—

(a) consider any submissions received by the decision maker during the submission period; and

(b) decide whether to take the proposed disciplinary action, another disciplinary action, or no disciplinary action against the member (the disciplinary action decision); and

(c) give the member and the Committee written notice stating—

(i) the disciplinary action decision; and

(ii) the reasons for the disciplinary action decision[19]; and

(iii) if the decision maker decides to take disciplinary action—the day the disciplinary action takes effect; and

(iv) that the member or the Committee may appeal the disciplinary action decision under division 1.3.3 (Appealing decisions).

(2) If the decision maker decides to take disciplinary action against a member, the Committee must—

(a) if the member's membership is cancelled—remove information about the member from the register of members; or

(b) in any other case—record the details of the disciplinary action in the register of members.

(3) If the decision maker decides to suspend the member's membership for a stated period—

(a) the person is taken not be a member of the Association during the period of suspension; and

(b) the period of suspension does not affect the suspended member's liability to pay the annual membership fee.

31. Disciplinary procedure—stopping

(1) The Committee may, by resolution, decide to stop a disciplinary procedure against a member at any time before the decision maker makes a disciplinary action decision.

(2) If the Committee decides to stop the disciplinary procedure, the Committee must give written notice to—

(a) the member; and

(b) the decision maker.

(3) The notice must state—

(a) that the Committee has decided to stop the disciplinary procedure for proposed disciplinary action against a member; and

[19] For what must be included in a statement of reasons, see the *Legislation Act 2001* (ACT), s 179.

(b) the reasons for the committee's decision to stop the disciplinary procedure.

32. Disciplinary procedure—no further action by committee

If a decision maker makes a disciplinary action decision in relation to a member, no further disciplinary action may be proposed or taken against the member in relation to the conduct making up the grounds for disciplinary action set out in the written notice given to the member under section 28.

Division 1.3.3 Appealing decisions

33. Appeal outcome—setting aside decision maker's decision

A dispute decision or disciplinary action decision may be set aside only by special resolution of the Association.[20]

34. Who can appeal a decision?

(1) A party to a dispute may appeal the dispute decision.

(2) The following people may appeal a disciplinary action decision:

(a) the member who is the subject of the disciplinary action decision;

(b) the Committee.

35. Appeal notices

A person appealing a decision must, within 7 business days after being given notice of the decision, give the Secretary written notice of the appeal (an appeal notice) stating the grounds for the appeal.

36. Withdrawing an appeal

A person appealing a decision may, at any time before the appeal is decided, withdraw the appeal by giving written notice to the Secretary.

37. General meeting to decide appeal

(1) As soon as practicable after the Secretary receives an appeal notice—

(a) the Secretary must give the parties to the appeal a copy of the appeal notice; and

[20] A special resolution requires at least 21 days' notice and needs to be passed with at least ¾ of the votes (see Act, s 70). If a decision of the Association deprives a member of a right provided by the Association's Constitution, the member may apply to the court for an order to vary or set aside the decision (see Act, s 49).

(b) the Committee must call a general meeting to consider a special resolution about the appeal.[21]

(2) The chair of the general meeting must ensure that—

(a) the special resolution is the only item of business at the general meeting called under subsection (1) (b); and

(b) the parties to the appeal are given the opportunity to be heard about the special resolution; and

(c) the members vote on the special resolution by a secret ballot.

(3) The parties to the appeal must not vote on the special resolution.

(4) In this section:

party to the appeal, means—

(a) if the appeal is against a dispute decision—the parties to the dispute; and

(b) if the appeal is against a disciplinary action decision—

(i) the member who is the subject of the disciplinary procedure; and

(ii) the Committee.

Part 1.4 Committee

Division 1.4.1 Committee—membership and functions

38. Committee—members

(1) The Association is administered by a Committee of thirteen members consisting of the following office-bearers: President, Senior Vice-President, Junior Vice-President, Secretary, Treasurer and eight other Committee members.

(2) A member must not hold more than one position on the Committee at the same time.

(3) Committee members must exercise their functions and discharge their duties with the degree of care and diligence that a reasonable person would exercise if that person—

(a) were an officer of the Association in the circumstances applying at the time of the exercise of the function or the discharge of the duty; and

[21] A special resolution requires at least 21 days' notice and needs to be passed with at least ¾ of the votes (see Act, s 70).

(b) occupied the office held by, and had the same responsibilities within the Association as, the officer.

(4) Committee members must exercise their functions and discharge their duties—

(a) in good faith in the best interests of the Association;

(b) for a proper purpose; and

(c) consistent with the Act, the Association's Constitution and any sub-ordinate rules and policies.

(5) Committee members must not improperly use their position to—

(a) gain an advantage for themselves or another person; or

(b) cause detriment to the Association.

(6) If a member obtains information because the person is, or has been, a Committee member the member must not improperly use the information to—

(a) gain an advantage for themselves or another person; or

(b) cause detriment to the Association.

39. Committee—functions

(1) In furtherance of the objects of the Association, the Committee has authority to:

(a) build, erect, construct, lay down, enlarge, demolish, alter, re-erect, repair and maintain any buildings or works necessary or convenient for the objects of the Association;

(b) purchase, take on a lease or enter into any agreement for lease or exchange or hire or otherwise acquire, and whether by gift, demise, bequest, or in other manner from any person, company, or association any real or personal property of any description or any interest therein including land, buildings, easements and any other rights and to execute transfers, mortgages, securities and other instruments for the purpose of carrying out all or any of the objects of the Association or of a kind necessary or convenient for the purpose of any such objects;

(c) sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the real and personal property of the Association other than property held in trust;

(d) accept payment for any property or rights sold or otherwise disposed of or dealt with by the Association either in cash or by instalments or on such terms as the Association may determine;

(e) borrow or raise money or secure payment of money required for any of the objects of the Association or for the satisfaction or performance of any obligation

or liability incurred or undertaken by the Association in such manner as the Association may from time to time think fit; and in particular, but without restricting the generality of the foregoing, to borrow or raise money by overdrawn account at a bank or on the security of bills of exchange, promissory notes, bonds, mortgages, deposit receipts or notes or any other security or obligation and/or to borrow money without giving security therefore and upon such terms as to priority or otherwise as the Association may think fit and to purchase, redeem and pay off any such securities or loans;

(f) guarantee the contracts of liabilities of any person, firm or company with or without security;

(g) undertake appeals in any manner as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association by way of donations, annual subscriptions, bequests or otherwise;

(h) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;

(i) enter into any agreement or arrangement with any person, company, association, society, club, trust, authority, administration or body whether incorporated or unincorporated having objects wholly or in part similar to those of the Association and to co-operate with the same in any way which the Association deems conducive to the attainment of these objects or any of them;

(j) affiliate or amalgamate with any corporation, institution, society, club, association or other body whether corporate or unincorporate having objects wholly or in part similar to those of this Association which prohibit distribution of its or their income and property among its or their members as is provided by section 74 hereof;

> (i) In this respect, the Association may be affiliated with the ACT Canine Association Inc (trading as Dogs ACT), or the equivalent controlling body for dog sports in the Australian Capital Territory operating as a member of Dogs Australia.

(k) purchase or otherwise acquire and undertake all or any of the property, assets, liabilities, and engagements of any body with which this Association is amalgamated or amalgamates;

(l) transfer all or any part of the property, assets, liabilities and engagements of this Association to any body with which this Association is amalgamated or amalgamates;

(m) publish any website, newspaper, magazine or other periodical and arrange or participate in any broadcast activities including radio, television and social media;

(n) insure any employees, servants, instructors or officers of the Association against risk or accident in the course of their employment by or participation in the Association and to effect public risk insurance for the purpose of indemnifying the Association against loss or damage caused by the Association or any of its employees, servants, officers or agents; and

(o) do all such lawful things as are incidental or conducive to the attainment thereof.

(2) The Committee may exercise the Association's functions under the Act and the Association's Constitution, other than conducting the Association's business mentioned in—

(a) section 64 (Annual general meetings—notice and business); and

(b) section 65 (Other general meetings—notice and business).

40. Committee—delegating functions to subcommittees

(1) The Committee may delegate a function of the Committee under the Association's Constitution to one or more sub-committees.

(2) However, the Committee must not delegate[22] a function given to the Committee—

(a) under the Act or another territory law; or

(b) by resolution of the members at a general meeting.

(3) If the Committee delegates a function to a sub-committee, the sub-committee may, subject to any limitation or condition in the delegation—

(a) meet on the dates and at the times and places agreed by the sub-committee; and

(b) decide its own procedures.

41. Committee—functions of president

The functions of the President include—

(a) chairing Committee meetings and general meetings (including annual general meetings);

[22] For laws about delegations, see the *Legislation Act 2001* (ACT), pt 19.4.

(b) presenting a report to the Annual General Meeting;

(c) representing the Association in its dealings with other persons, organisations, government departments or courts;

(d) exercising any other function given to the president—

(i) under the Act or the Association's Constitution; or

(ii) by the Committee or the members to achieve the Association's objects.

42. Committee—functions of senior vice president

The functions of the Senior Vice-President include—

(a) exercising the functions of the President if the President is unavailable to exercise those functions for any reason; and

(b) exercising any other function given to the Senior Vice-President—

(i) under the Act or the Association's Constitution; or

(ii) by the Committee or the members to achieve the Association's objects.

43. Committee—functions of the junior vice president

The functions of the Junior Vice-President include—

(a) exercising the functions of the Senior Vice-President if the Senior Vice-President is unavailable to exercise those functions for any reason; and

(b) exercising any other function given to the Junior Vice-President —

(i) under the Act or the Association's Constitution; or

(ii) by the Committee or the members to achieve the Association's objects.

44. Committee—functions of secretary

(1) The functions of the Secretary include—

(a) giving notice of meetings of the Committee and Association as required from time to time;

(b) keeping minutes of Committee meetings and general meetings (including annual general meetings);

(c) maintaining the register of members with their contact details and financial status or delegating this function to a nominee approved by the Committee[23];

(d) maintaining a register and attending to substantive correspondence of the Association as required by the Committee;

(e) act as Public Officer of the Association for the purposes of the *Associations Incorporation Act 1991*, if resident in the Australian Capital Territory and at least 18 years of age. If the Secretary is not resident in the Australian Capital Territory or is under 18 years of age, the Committee must appoint a Committee member resident in the Australian Capital Territory and at least 18 years of age to be Public Officer; and

(f) exercising any other function given to the Secretary—

(i) under the Act or the Association's Constitution; or

(ii) by the Committee or the members to achieve the Association's objects.

(2) The Public Officer must lodge the notice mentioned in the Act, section 62 (1) (Notice of changes in committee).

45. Committee—functions of treasurer

The functions of the Treasurer include—

(a) keeping the accounting records mentioned in the Act, section 71 (Accounting records); and

(b) preparing the statement of accounts mentioned in the Act, section 72 (Annual statement of accounts); and

(c) presenting the documents mentioned in the Act, section 73 (Presentation of statement to members) at the annual general meeting; and

(d) lodging with the registrar-general the documents mentioned in the Act, section 79 (Registrar-general's power to require statements and reports); and

(e) exercising any other function given to the treasurer—

(i) under the Act or the Association's Constitution;

(ii) under the Association's Financial Policy; and

[23] A committee member must notify the Association of any change of address within 1 month (see Act, s 62 (2)).

(iii) by the Committee or the members to achieve the Association's objects.

46. Committee—functions of non-office bearing Committee members

The functions of non-office bearing Committee members include—

(a) exercising any functions given by the Committee or the members to achieve the Association's objects

47. Committee—delegating functions of Committee members

(1) A relevant Committee member may delegate their functions under the Association's Constitution to any other Committee member.

(2) However, a relevant Committee member must not delegate[24] a function given to the Committee member—

(a) under the Act or another territory law; or

(b) by resolution of the members at a general meeting.

(3) In this section:

relevant Committee member means the following Committee members:

(a) the President;

(b) the Senior Vice-President;

(c) the Junior Vice-President;

(d) the Secretary;

(e) the Treasurer.

Division 1.4.2 Committee—election and removal

48. Committee—membership

A member of the Association becomes a Committee member if the member—

(a) is elected to the Committee at an annual general meeting under section 50; or

(b) is appointed by the Committee to fill a casual vacancy on the Committee under section 53.

[24] For laws about delegations, see the Legislation Act, pt 19.4.

49. Committee—nominating members for election

(1) The Secretary must, at least 28 days before an annual general meeting, give written notice to the members of the Association calling for nominations of members for election to the Committee. Written notice must be posted in the clubhouse, and, at the discretion of the Committee, sent to every member or advertised in the press.

(2) A nomination of a member must—

(a) be in writing; and

(b) be signed by two other members; and

(c) include the written consent of the nominated member; and

(d) be given to the Secretary by not later than 21 days after the day the notice under subsection (1) is given.

(3) A member may be nominated for more than one position but upon election must be excluded from any other position.

(4) The Committee must not accept the nomination of a member if—

(a) the member is disqualified from election to the Committee; or

(b) disciplinary action has been taken against the member under division 1.3.2 in the previous 2 years.[25]

50. Committee—electing members

(1) If more than one member is nominated for a particular Committee member position, the members at the annual general meeting must vote to decide who is to be elected to the position.

(2) If only one member is nominated for a particular Committee member position, the nominated member is taken to be elected to the position at the annual general meeting.

(3) If no member is nominated for a particular Committee member position, at the annual general meeting, the chair must call for further nominations to fill the position.

(4) If the chair calls for further nominations under subsection (3), the chair—

(a) may accept the nomination of a member only if—

(i) the nomination is supported by two members; and

(ii) the nominated person consents to the nomination; and

(b) must not accept the nomination of a member if—

[25] A person may be disqualified from election to the committee under the Act, s 63, s 63A and s 63B.

(i) the member is disqualified from election to the Committee; or

(ii) disciplinary action has been taken against the member under division 1.3.2 in the previous two years.[26]

(5) If the chair calls for further nominations under subsection (3)—

(a) if more than one member is nominated for the position—the members at the meeting must vote to decide who is to be elected to the position; or

(b) if only one member is nominated for the position—the nominated member is taken to be elected to the position; or

(c) if no member is nominated for the position—the position is taken to be vacant.

51.Committee—term of office

(1) The term of office of a Committee member begins—

(a) for an elected Committee member—at the end of the annual general meeting at which the member is elected; or

(b) for a Committee member appointed to fill a casual vacancy under section 53—on the day the appointment commences.

(2) The term of office of a Committee member ends on the earliest of the following:

(a) the end of the annual general meeting held after the Committee member's term of office begins;

(b) if the person resigns from office—the day the resignation takes effect[27];

(c) if the person's membership of the Association ends—the day the membership ends;

(d) if the person is disqualified from holding Committee membership under—

(i) the Act, section 63 (Disqualification from office—convictions or bankruptcy)—the day the disqualification takes effect; or

(ii) the Act, section 63A (Disqualification from office—noncompliance with Act)—the day the disqualification takes effect; or

[26] A person may be disqualified from election to the committee under the Act, s 63, s 63A and s 63B.
[27] A committee member may resign from the committee by written notice given to the public officer (see Act, s 64A).

(iii) the Act, section 63B (Disqualification from office—disqualified under other legislation)—the day the disqualification takes effect;

(e) if the person is removed from office under section 52—the day the removal takes effect.

52.Committee—removal of member from office

The Association may, by resolution passed at a general meeting, remove a Committee member from the Committee before the end of their term of office if the member—

(a) does not exercise their functions or discharge their duties under the Act, section 66A (Duty of care and diligence); or

(b) does not exercise their functions or discharge their duties under the Act, section 66B (Duty of good faith and proper purpose); or

(c) contravenes—

(i) the Act, section 66C (Use of position); or

(ii) the Act, section 66D (Use of information); or

(d) fails to attend three consecutive Committee meetings and does not have the agreement of the Committee to be absent from two or more of the meetings; or

(e) does not exercise the functions of their office for a period of three months and does not have the agreement of the Committee.

53.Committee—filling casual vacancies

(1) The Committee may appoint a member to fill a position on the Committee that—

(a) was not filled at the last annual general meeting;

(b) becomes vacant because of a person's death; or

(c) becomes vacant because a person's Committee membership ends for a reason mentioned in section 51 (2) (b) to (e).

(2) If there is a vacancy on the Committee during a term of the Committee, the Committee may appoint a member to the Committee for the remainder of the term of the Committee.[28]

[28] For laws about appointments, see the Legislation Act, pt 19.3.

(3) However, the Committee must not appoint a member under this section if disciplinary action has been taken against the member under division 1.3.2 in the previous 2 years.[29]

Division 1.4.3 Committee meetings

54. Committee meetings

(1) The Committee must meet each month (except for December) unless otherwise agreed but, at a minimum, must meet once every two months.

(2) Committee meetings must be held on the dates and at the times and places decided by the Committee.

(3) The Committee may, by resolution, decide to hold a Committee meeting using a method of communication, or a combination of methods of communication, that allows a Committee member taking part to hear or otherwise know what each other Committee member taking part says without the members being in each other's presence.[30]

(4) A Committee member who takes part in a Committee meeting conducted under subsection (3) is taken, for all purposes, to be present at the meeting.

55. Committee meetings—notice and business

(1) The Secretary must give each Committee member notice of a Committee meeting (a Committee meeting notice) at least—

(a) 48 hours before the meeting; or

(b) if the Committee unanimously agrees on another period—that period before the meeting.

(2) The Committee meeting notice must state—

(a) the date, time and place of the meeting; and

(b) the general nature of the business to be conducted at the meeting.

(3) The Committee may conduct business at a Committee meeting only if—

(a) the business is mentioned in the Committee meeting notice; or

(b) the majority of the Committee members at the meeting agree that—

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[29] A person may also be disqualified from appointment to the committee under the Act, s 63, s 63A and s 63B.

[30] Examples—methods of communication: video conferencing software, instant messaging, telephone conferencing

(i) the business is urgent; and

(ii) it is appropriate to conduct the business at the meeting.

56.Committee meetings—chair

A Committee meeting must be chaired by—

(a) the President; or

(b) if the President is absent—any Vice-President; or

(c) if the President and any Vice-President are absent—a Committee member elected to chair the meeting by the Committee members at the meeting.

57.Committee meetings—quorum

(1) The Committee may conduct business at a Committee meeting only if there is a quorum of seven Committee members.

(2) If there is not a quorum at the time stated in the Committee meeting notice, the time of the meeting is taken to be postponed for 30 minutes.

(3) If there is not a quorum after the 30-minute postponement, the meeting is ended.[31]

58.Committee meetings—voting

(1) Each Committee member—

(a) has one vote on each question arising at the Committee meeting; and

(b) must vote personally.[32]

(2) A motion is carried if a majority of the Committee members at the Committee meeting vote in favour of the motion.

(3) However, if the votes on a question are equal, the President, or in its absence, the chair has a second or deciding vote.

(4) The Committee members at a Committee meeting may vote on a question at the meeting orally or by a show of hands.

(5) However, a vote on a question at a Committee meeting must be by ballot conducted at the meeting if—

(a) the chair decides the vote is to be by ballot; or

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[31] If a quorum for a committee meeting is not reached because a committee member present at the meeting has a personal interest in a matter being considered, a general meeting may be called to pass a resolution to deal with the matter (see Act, s 65A (3)).

[32] A committee member who has a material personal interest in a matter must not be present while the matter is being considered by the committee and must not vote on the matter (see Act, s 65A).

(b) at least two Committee members request the vote be by ballot.

(6) If a ballot is required, the chair must decide how the ballot is to be conducted.

(7) For this section, voting personally includes voting while taking part in a Committee meeting conducted using a method of communication that allows a Committee member taking part to hear or otherwise know what each other Committee member taking part says without the members being in each other's presence.

59. Committee meetings—minutes [33]

(1) The Committee must ensure that minutes are taken and kept for each Committee meeting.

(2) The following must be recorded in the minutes:

(a) the names of the Committee members at the meeting;

(b) whether the Committee agreed that the minutes of the previous meeting are correct;

(c) a description of the business conducted at the meeting;

(d) if a Committee member makes a disclosure of a material personal interest as required by the Act, section 65 (1)—

(i) the nature and extent of the interest; and

(ii) the relation of the interest to the Association's activities;

(e) any motion on which a vote is taken at the meeting and the outcome of the vote.

60. Committee meetings—records

The Committee must keep the following records for each Committee meeting:

(a) Committee meeting notices;

(b) minutes of Committee meetings; and

(c) copies of documents considered at Committee meetings.

[33] A summary of the minutes of Committee meetings must be provided to members on request (see Act, s 35). However, the Committee may refuse access if satisfied that allowing access would be prejudicial to the Association's interests (see Act, s 35A).

Part 1.5 Annual and other general meetings[34]

61. General meetings—called by committee

(1) The Committee may call a general meeting whenever it considers appropriate.

(2) At least 21 days' notice must be given to members to propose a resolution to alter the Association's Constitution in accordance with section 33 of the Act. This notice must be accompanied by a notice of intention to propose the resolution as a special resolution.

62. General meetings—called at request of members

(1) The Committee must call a general meeting (other than an annual general meeting) if—

(a) at least 10 financial members of the Association ask for a meeting to be called (the requesting members); and

(b) the request—

(i) is made in writing; and

(ii) is given to the Secretary; and

(iii) states the purpose of the meeting; and

(iv) is signed by the requesting members.

(2) If the Committee does not call a general meeting within one month after the date of the request, a requesting member may call a general meeting to be held not more than three months after the date of the request.

(3) If a general meeting is called under subsection (2), the requesting members must give the general meeting notice required under section 63 (1).

(4) The Committee must reimburse any reasonable expenses incurred by the requesting members in calling a general meeting under subsection (2).

63. General meetings—virtual attendance

(1) A general meeting may be held using a method of communication, or a combination of methods of communication, that allows a member taking part to hear or otherwise know what each other member taking part says without the members being in each other's presence if—

[34] The provisions in this part apply to all general meetings, including annual general meetings, unless otherwise stated.

(a) the Committee decides, by resolution, to hold the meeting using the method of communication; or

(b) for a meeting called by a requesting member under section 62 (2)—the requesting member decides to hold the meeting using the method of communication.[35]

(3) A member who takes part in a general meeting conducted under subsection (1) is taken, for all purposes, to be present at the meeting.

64. Annual general meetings—notice and business [36]

(1) The Association must hold an annual general meeting once each calendar year, within three months after the end of the Association's financial year (see Act, s 69).

(2) The Secretary must provide written notice of the date, time and place of the annual general meeting at least 14 days before the meeting. Written notice must be posted in the clubhouse and, at the discretion of the Committee, sent to every member or advertised in the press.

(3) The Secretary must provide written notice of the agenda of the annual general meeting at least 14 days before the meeting. Written notice must be posted in the clubhouse.

(4) The notice must—

(a) state the date, time and place of the annual general meeting; and

(b) include the agenda for the annual general meeting; and

(c) provide access to the draft minutes of the previous annual general meeting on request; and

(d) provide access to information and documents directly relevant to any matters to be decided, dealt with or done at the annual general meeting.

(5) The following must be done at an annual general meeting:

(a) the minutes of the previous annual general meeting must be confirmed;

(b) the minutes of any previous general meeting held since the previous annual general meeting must be confirmed;

(c) the Committee must be elected under section 50;

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[35] Examples—methods of communication: video conferencing software, instant messaging, telephone conferencing

[36] The Association's incorporation may be cancelled if it has not convened an annual general meeting during the previous 3 years (see Act, s 93 (1) (d)).

(d) an honorary auditor [37] must be appointed for the forthcoming year;

(e) the documents mentioned in the Act, section 73 (1) must be presented;[38]

(f) decide on any resolution which may be duly submitted to the meeting;[39]

(g) determine increases in the joining fee, annual membership fee and other fees to be paid by members where overall increases exceed 5% in any financial year;

(h) consider any duly made recommendation for Honorary Life Membership; and

(i) the documents the Association is required to lodge with the registrar-general under the Act, section 79 (1) must be dealt with.

65. Other general meetings—notice and business

(1) The Committee, or the requesting member for a meeting called under section 62 (2), must give written notice of a general meeting. Written notice must be posted in the clubhouse, and, at the discretion of the committee, sent to every member or advertised in the press.

(a) at least 14 days before the meeting; or

(b) if a special resolution is to be considered at the meeting—at least 21 days before the meeting[40].

(2) A general meeting notice must—

(a) state the date, time and place of the meeting;

(b) include the agenda for the meeting; and

(c) provide access to information and documents directly relevant to any matters to be decided at the meeting.

(3) A member may give the Secretary written notice about any business the member would like included in the agenda for a general meeting at least 14 days before the meeting or at least 21 days before the meeting if the business constitutes a special resolution.

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[37] An auditor must not be a member or officer of the Association, must not have prepared or assisted with the preparation of the accounts and must not have any interest in any transaction of the Association.

[38] The Act, s 73 (1) requires the Committee to present a statement of accounts, a reviewer's or auditor's report, and a report about the Committee membership, principal activities and profit or loss.

[39] A special resolution requires at least 21 days' notice and needs to be passed with at least ¾ of the votes (see Act, s 70).

[40] A special resolution requires at least 21 days' notice (see Act, s 70).

(4) If a member gives the Secretary written notice under subsection (3), the Secretary must include the business in the agenda for the next general meeting.

(5) The chair of a general meeting must ensure that the only business conducted at the meeting is—

(a) the business stated in the general meeting notice for the meeting; and

(b) decisions about the procedure of the meeting.[41]

66. General meetings—use of proxy votes

All votes must be given personally and not by proxy.

67. General meetings—chair

A general meeting must be chaired by—

(a) the President; or

(b) if the President is absent—the Senior Vice-President or, in their absence, the Junior Vice-President.

(c) if the President and any Vice-President are absent—a member elected to chair the meeting by members at the meeting.

68. General meetings—quorum

(1) The members of the Association may conduct business at a general meeting only if there is a quorum of members present.

(2) If a quorum of 20 financial members is not present at the time stated in the general meeting notice, the time of the meeting is taken to be postponed for 30 minutes.

(3) If a quorum of 20 members is not present after the 30-minute postponement, the chair of the meeting may adjourn the meeting to another day and time that is not earlier than 7 days, and not later than 14 days, after the meeting that is being adjourned.

(4) The Committee must, within 48 hours after adjourning a meeting under subsection (3), give each member written notice stating—

(a) that the meeting was adjourned under subsection (3); and

(b) the new date, time and place of the meeting.

[41] Examples—decisions about procedure— election of chair for the general meeting; decision to adjourn the general meeting

69. General meetings—voting

(1) Each member of the Association has one vote on each question arising at a general meeting providing they are

(a) at least 16 years of age; and

(b) have paid all monies due to the Association in accordance with clause 9(c).

(2) A motion is carried (except in the case of a special resolution[42]) if a majority of the members vote in favour of the motion.

(3) However, if the votes on a question are equal, the chair has a second or deciding vote.

(4) The members at a general meeting may vote on a question at the meeting orally or by a show of hands.

(5) However, a vote on a question at a general meeting must be by a secret ballot conducted at the meeting if—

(a) the chair decides the vote is to be by ballot; or

(b) at least three members request the vote be by ballot; or

(c) the vote is for the election of Committee members.

(6) For this section, voting personally includes voting while taking part in a general meeting conducted using a method of communication that allows a member taking part to hear or otherwise know what each other member taking part says without the members being in each other's physical presence.

70. General meetings—minutes

(1) The Secretary, or another person authorised by the Committee, must take and keep minutes of each general meeting.

(2) The following must be recorded in the minutes:

(a) the names of the members present at the meeting;

(b) a description of the business conducted at the meeting;

(c) if a vote is taken at the meeting—

(i) the motion on which the vote is taken; and

(ii) the outcome of the vote; and

[42] A special resolution needs at least ¾ of the votes to pass (see Act, s 70).

(iii) whether the vote was taken orally, by a show of hands or by secret ballot; and

(3) The Committee must review the draft minutes and submit them to the next available general meeting for ratification.

(4) The outcome of a vote on a matter at a general meeting is taken to be the resolution of the general meeting of the members of the Association on the matter.

71. General meetings—adjournment

(1) The chair of a general meeting may, at any time, adjourn the meeting if—

(a) there is a quorum; and

(b) the majority of members vote to adjourn the meeting.

(2) The only business that may be conducted on the resumption of an adjourned meeting is the business that remained unfinished when the meeting was adjourned.

Part 1.6 Financial matters

72. Financial year

The Association's financial year commences on 1 July in each year and ends on 30 June the following year.

73. Funds—source

(1) The Association's funds may only be made up of—

(a) joining fees for the Association given under section 9 (1); and

(b) annual membership fees and other fees given under section 9 (2);

(c) other charges and levies for special purposes determined by the Committee from time to time under section 3 (h);

(d) donations; and

(e) any other source that the Committee decides, subject to—

(i) the Act, section 114 (Investment with associations); and

(ii) a resolution passed by the Association at a general meeting.

(2) The Committee must—

(a) ensure that all money received by the Association is deposited into the Association's account(s) with a deposit taking institution as soon as practicable after the money is received; and

(b) issue a receipt for any money received by the Association as soon as practicable after the money is received, unless it is impracticable to do so.[43]

74. Funds—use and management

(1) The Association must—

(a) open and maintain account(s) with an authorised deposit taking institution[44]; and

(b) pay all money received by the Association into the account(s); and

(c) pay all amounts spent by the Association out of the account(s).

(2) The Association's funds may only be used—

(a) for the Association's objects; and

(b) either—

(i) in the way the Committee decides; or

(ii) if a general meeting passes a resolution about the way the funds are to be used—in accordance with the resolution.

(3) The Committee may make payments on the Association's behalf.

(a) Electronic withdrawals from the accounts of the Association must be approved by any two of the President, Senior Vice-President, Junior Vice-President, Secretary or Treasurer, who are not members of the one family in accordance with the online banking processes adopted by the authorised deposit taking institution used by the Association.

(b) Expenditure using merchant (debit/credit) cards used by the Association must be pre-approved in writing by any two of the President, Senior Vice-President, Junior Vice-President, Secretary or Treasurer, who are not members of the one family.

(4) The Committee may delegate[45] its functions under subsection (3) to—

(a) a Committee member; or

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[43] Examples—when impracticable to issue receipt—a gold coin donation; an anonymous donation

[44] An authorised deposit-taking institution is an institution (eg a bank, credit union or building society) that is authorised under the *Banking Act 1959* (Cwlth), s 9 (3) (see *Legislation Act 2001* (ACT), dict, pt 1).

[45] For laws about delegations, see the *Legislation Act 2001* (ACT), pt 19.4.

(b) anyone employed or engaged by the Association.

(5) The income and property of the Association must be applied solely to the promotion of its objects and no part can be paid or transferred directly or indirectly by the way of dividend, bonus, or otherwise by way of pecuniary profit to members.

(6) Committee and sub-committee members must not be paid for – or receive financial benefits from – voluntary services rendered.

Part 1.7 Miscellaneous

75. Records and other documents[46]

(1) The Secretary must keep all the Association's records and other documents, other than accounting records, in their custody or under their control.

(2) The Treasurer must keep the Association's accounting records in their custody or under their control.

(3) The Secretary must ensure that all the Association's records and other documents (other than the register of members) are available for inspection by a member free of charge at a place in the ACT at a reasonable time.

76. Common seal

(1) The Association has a common seal, which is kept in the custody or control of the Secretary.

(2) The common seal may only be attached to a document if its attachment is—

(a) authorised by the Committee; and

(b) witnessed by two Committee members of which one is the Secretary.

(3) Documents may be authenticated or executed other than under a common seal if—

(a) authorised by the Committee; and

(b) witnessed by two Committee members of which one is the Secretary.[47]

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[46] The Committee may refuse to allow a member to inspect a record or other document if satisfied that allowing access would be prejudicial to the Association's interests (see Act, s 35A). A copy of certain documents (including the Association's Constitution) must also be provided to members on request (see Act, s 35) unless the Committee is satisfied that allowing access would be prejudicial to the Association's interests (see Act, s 35A). The Act provides for inspection of the register of members (see Act, s 67A). A member may apply to restrict access to personal information of the member recorded on the register of members (see Act, s 67B).

[47] See also Act, s 55

77. Property of defunct Association

(1) The Association may pass a special resolution nominating another association, or a fund, authority or institution, in which surplus property of the Association will vest if the Association is dissolved or wound up. Such entities must promote similar aims and objects to those of the Association.[48]

(2) The Committee must thereupon, or at such future date as specified in the resolution[49], proceed to realise the property of the Association as far as is necessary to discharge all liabilities.

(3) Upon the completion of the distribution of the property as provided by this section the Association will be dissolved.

Part 1.8 Dictionary

Note 1: Terms used in the Association's Constitution have the same meaning that they have in the Act. For example, the following terms are defined in the Act, dict:

- accounting records
- annual general meeting
- committee
- incorporated
- member
- model rules
- objects
- register of members
- special resolution

Note 2: The *Legislation Act 2001* (ACT) contains definitions relevant to the Association's Constitution. For example:

- authorised deposit-taking institution
- document
- may (see s 146)
- month
- must (see s 146)
- writing

[48] If the Association does not nominate another association, fund, authority or institution, the surplus property will vest in the registrar-general (see Act, s 92 (1) (c)). An association may be nominated only if it complies with the Act, s 92 (2). A fund, authority or institution may be nominated only if it is in Australia and is mentioned in the Income Tax Assessment Act 1997 (Cwlth), sdiv 30 B (see Act, s 92 (1) (a) and (b)).

[49] A special resolution requires at least 21 days' notice and needs to be passed with at least ¾ of the votes (see Act, s 70).

Note 3: The following terms are defined in the Model Rules. Section numbers refer to this document.

- Act means the *Associations Incorporation Act 1991* (ACT).
- annual membership fee—see section 9 (2).
- appeal notice—see section 35.
- Association—see section 1.
- Committee meeting—see section 54 (1).
- Committee meeting notice—see section 55 (1).
- contact details, for a person, includes the person's address, email and telephone number.
- decision maker means—
  - (a) for a dispute resolution procedure—the person appointed under section 18; and
  - (b) for a disciplinary procedure—the person appointed under section 27.
- disciplinary action, against a member of the Association in relation to the member's status as a member of the Association, for division 1.3.2 (Disciplinary procedure)—see section 23.
- disciplinary action decision—see section 30 (1) (b).
- dispute decision—see section 21 (b).
- dispute summary—see section 17 (2) (b).
- due date, for payment of an annual membership fee—see section 9 (2) (a).
- financial year means the year ending on 30 June.[50]
- general meeting notice—see section 65 (1).
- ground for disciplinary action, for division 1.3.2 (Disciplinary procedure)—see section 25.
- joining fee—see section 9 (1).
- party, to a dispute, for division 1.3.1 (Dispute resolution procedure)—see section 15.
- proposed disciplinary action—see section 26.
- proxy, for a general meeting—see section 66.
- requesting members, for a general meeting—see section 62 (1) (a).
- submission period—
  - (a) for a dispute resolution procedure—see section 20 (2) (a); and
  - (b) for a disciplinary procedure—see section 29 (2) (a).

[50] Financial year is defined in the Act to mean the period not exceeding 12 months, fixed by the Association's Constitution as the Association's financial year (see Act, dict).