

BUSHWALKERS OF WESTERN AUSTRALIA INC

CONSTITUTION

Post 2018 AGM

1. NAME

This Club shall be called the Bushwalkers of Western Australia (Inc) ("the Club").

2. OBJECTS

The objects of the Club are:

- a) To promote, encourage and facilitate bushwalking;
- b) To organise bushwalks and other outdoor recreational activities;
- c) To develop bushwalking skills;
- d) To encourage a wider appreciation of the fauna and flora and natural beauty of this country and to assist in their conservation;
- e) To foster social activity among members.

[Sub-clauses (a) and (c) amended, and sub-clause (b) substituted, at AGM on 11 March 2018]

3. POWER

The Club has the power to do all such things as are necessary, incidental or conducive to the attainment of the objects of the Club.

4. INCOME AND PROPERTY

- a) The income and property of the Club shall be applied solely towards the promotion of the objects of the Club and no portion of the income or property shall be paid, transferred or distributed directly or indirectly to the members of the Club, except in good faith in the promotion of the objects of the Club.
- b) A payment may be made to a member out of the funds of the Club only if the payment:
 - i. is made in good faith as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or
 - ii. is the reimbursement of reasonable expenses properly incurred by a member on behalf of the Club.

[Sub-clause (b) inserted at AGM on 11 March 2018]

5. MEMBERSHIP

- a) Membership of the Club shall be open to all persons interested in bushwalking;
- b) There shall be three grades of membership:
 - i. Probationary members.
 - ii. Full members.
 - iii. Honorary Life Members;
- c) *[Deleted at AGM in March 2008]*
- d) A person who wishes to participate in a walk shall apply to the leader of that walk to be made a **Probationary member**. The leader shall have the right, in his or her discretion, to grant an application as he or she thinks fit and shall be under no obligation to give a reason for refusing an application;
- e) **Full members** shall be elected by the Committee which shall have the right, in its discretion, to refuse any nomination as it thinks fit and shall be under no obligation to give a reason for doing so;
- f) **Honorary Life Members** may be elected at Special General or Annual General Meetings by a 60% majority of those entitled to vote at such a meeting. Candidates for election to Honorary Life membership shall be proposed by the Committee and shall be so recommended for either special and substantial services rendered to the Club or for continuous and faithful membership for a period in excess of 25 years;
- fa) Honorary Life Members shall continue to be members until any of the following occur:
 - i. their resignation has been received by the Secretary,
 - ii. they are expelled in accordance with clause 5A;*[Sub-clause 5(fa) inserted at AGM on 11 March 2018]*
- g) Candidates for election to Full membership shall be Probationary members who have completed 3 walks during their Probationary membership. They shall hand to the Treasurer a nomination form to be provided by the Club and may be proposed and seconded by any Full or Honorary Life Member;
- h) Probationary membership shall be until the end of the financial year unless, in any particular case, the leader of a walk considers that the member
 - i. has contravened this constitution or by-laws made under it, or
 - ii. has acted detrimentally to the interests of the Club, or
 - iii. is not a fit and proper person to be a member of the Club,

in which case the member's membership may be terminated by that leader.

A member whose membership is so terminated may within 14 days advise the Secretary of his or her wish to have the termination considered by the Committee, in which event clause 5A will apply as if the person was still a Probationary member. If the Committee does not expel the member pursuant to clause 5A, the person's probationary membership continues in the ordinary way;

[Sub-clause 5(h) amended at AGM on 11 March 2018]

- i) Notices in writing shall be sent to Full members upon their election showing the date of their election and such persons shall be and continue to be members until any of the following occur:
 - i. Their resignation shall have been received by the Secretary;
 - ii. Their subscription is six months in arrears;
 - iii. They are expelled in accordance with clause 5A;

[Sub-clause 5(i) amended at AGM on 11 March 2018]

- j) The Secretary shall maintain rolls of Full, Probationary and Honorary Life Members showing the names and addresses of all such members.

These rolls shall be collectively known as the members rolls.

[Sub-clause 5(k) deleted at AGM on 11 March 2018]

5A. DISCIPLINARY ACTION

- a) The Committee may expel a member from the Club if:
 - i. the member has contravened this constitution or by-laws made under it, or
 - ii. the member has acted detrimentally to the interests of the Club, or
 - iii. the member is not a fit and proper person to be a member of the Club;
- b) The Committee may expel a member from the Club only where the member has been given in writing 14 days' notice of the proposed expulsion, the grounds of the proposed expulsion and the opportunity to make written or oral submissions about the proposed expulsion;
- c) A member shall not be expelled except by a two thirds majority of the members of the Committee;
- d) A Full member or Honorary Life Member expelled has a right of appeal against the expulsion to a Special General Meeting which is to be convened in accordance with clause 9 save that the written requisition referred to in sub-clause 9(b) is to be signed by the expelled member only;

- e) A decision of the Committee to expel a Full member or Honorary Life Member shall be overturned if a majority of members attending and casting a vote at the Special General Meeting so determines.

[Clause 5A inserted at AGM on 11 March 2018]

5B. RESOLUTION OF DISPUTES

In the event of a dispute under or relating to this constitution or any by-law made under it between members (which word includes a person who ceased to be a member within 6 months before the subject matter of the dispute came to his or her attention) or between members and the Club:

- a) The parties to the dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party;
- b) If the parties to the dispute are unable to resolve the dispute within 14 days, any party to the dispute or the President may give written notice to the Secretary identifying the parties to the dispute and the nature of the dispute and requiring the convening of a Committee meeting to consider and determine the dispute;
- c) Within 28 days of the receipt of the notice the Secretary is to convene a Committee meeting which is to consider and determine the dispute;
- d) The parties to the dispute are to be given in writing 7 days' notice of the Committee meeting and the opportunity to make written or oral submissions to the Committee about the dispute.

[Clause 5A inserted at AGM on 11 March 2018]

6. COMMITTEE

- a) The Committee of the Club by which the Club shall be governed shall consist of a President, Vice President, Secretary, Treasurer and not less than four other members;
- b) The members of the Committee shall, with the exception of the Secretary and Treasurer, be persons who hold the following qualifications:
 - i. they shall at some time have led a walk;
 - ii. they shall have been Full members for at least six months;
- c) The members of the Committee shall be elected at the annual general meeting in each year from persons who have been nominated and seconded by Full or Honorary Life members of the Club;

[Sub-clause 6(c) amended at AGM on 11 March 2018]

- d) In the event that a Committee of four office bearers and four other members shall not be elected at an Annual General Meeting or that a vacancy otherwise occurs in the Committee, the existing Committee shall have the power to appoint any such number of persons as may be required to fill the vacancies on the Committee, unconstrained by the requirements in sub-clause 6(b). When appointing a member to a vacancy on the Committee, other than a vacancy in the office of Secretary or Treasurer, the Committee shall give preference to a person who has led walks over a person who has not had such experience;

[Sub-clause (d) amended at AGM on 11 March 2018]

- e) A person shall not be eligible to hold the office of President for a period of more than three consecutive years;
- f) The Committee may make by-laws from time to time;
- g) A Committee member is entitled to be paid out of the funds of the Club for any out-of-pocket expense, including but not limited to travel and accommodation expenses, properly incurred on behalf of the Club or in connection with the Club's activities provided that the payment is authorised by resolution of the Committee or of a General Meeting;

[Sub-clause 6(g) inserted at AGM on 11 March 2018]

- h) The acts of a Committee or of a Committee member are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Committee member.

[Sub-clause 6(h) inserted at AGM on 11 March 2018]

7. COMMITTEE MEETINGS

- a) Meetings of the Committee shall be held from time to time as business may necessitate.

Meetings shall be called by the Secretary, who shall give each member of the Committee at least 7 days notice stating the time, place and objects of any such meeting.

Five members shall form a quorum. Should the Secretary be unable or neglect to call a Committee meeting, the President or Vice President may do so;

- b) If there are fewer Committee members than required for a quorum under sub-clause (a), the Committee may act only for the purposes of appointing Committee members under clause 6(d) or convening a General Meeting;

[Sub-clause 7(b) inserted at AGM on 11 March 2018]

- c) Should any member of the Committee be absent from three consecutive meeting of the Committee without reasonable excuse, that member shall be deemed to have vacated his or her office.

The Committee shall decide, absolutely, what is a reasonable excuse.

8. SUBSCRIPTIONS

- a) Probationary members shall pay a fee for each walk as determined by the Committee;

[Sub-clause 8(a) amended at AGM on 11 March 2018]

- b) Full members shall pay an annual subscription as determined by the Committee.

Annual subscriptions shall be due and payable on the 1st of January each year.

For Probationary members transferring to Full membership payments by them in excess of three walks during the financial year in which they are elected to Full membership shall be credited toward their full membership subscription for that year;

[Sub-clause 8(b) amended at AGM on 11 March 2018]

- c) Honorary Life Members shall not be liable to pay annual subscriptions;
- d) Payment of annual subscription by a person elected to Full membership between the 30th of September and the 31st of December shall entitle that person to Full membership for the balance of that financial year and for the following financial year.

9. MEETINGS

- a) An **Annual General Meeting** shall be held before 31st March in each financial year and shall be called by fourteen days notice in writing to every Full and Honorary Life Member;

- b) Special General **Meetings** may be called by the Secretary at will and shall be convened within 28 days after the receipt by the Secretary of a written requisition to be signed by at least 15% of the Full and Honorary Life members of the Club, which requisition shall state the purpose for which it is desired to summon such general meeting. Should the Secretary be unable to or neglect to call any such Special General Meeting the President or Vice President may call such meeting;

[Sub-clause 9(b) amended at AGM on 11 March 2018]

- c) A Special General Meeting shall be called by notice in writing to every Full and Honorary Life Member stating the objects, time and place of such meeting and shall be called with 14 days notice;
- d) The non-receipt by a member of notice of a general meeting shall not invalidate that meeting;
- e) A quorum at any Special General or Annual General Meeting shall be 12 of the Full and Honorary Life Members of the Club. Probationary members shall be allowed to attend and speak at Special General and Annual General Meetings, but shall not be entitled to vote at such meetings;

- f) If within 30 minutes after the time specified for the holding of an Annual General or Special General meeting a quorum is not present then the meeting lapses and stands assigned to the same time and place next week;
- g) If within 30 minutes after the time appointed by sub-clause 9(f) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person may nevertheless proceed with the business of that general meeting as if a quorum were present;
[Sub-clause 9(g) amended at AGM on 11 March 2018]
- h) The business of that Annual General Meeting shall include:
 - i. Confirmation of the Minutes and matters arising
 - ii. The President's report
 - iii. The Treasurer's report and submission of audited financial statements for the preceding financial year
[Clause 9(h)(iii) amended at AGM on 12 March 2017]
 - iv. Other reports from the Committee
 - v. The election of the Committee
 - vi. The appointment of an Auditor
 - vii. Notices of motion
 - viii. General Business
- i) The Secretary shall cause proper minutes of all proceedings of all general meetings and committee meetings to be taken;
- j) The financial year of the Association shall commence upon 1st January in each year.

10. FINANCE

- a) The Committee shall cause to be prepared financial statements that give a true and fair view of the financial position and performance of the Club;
- b) A statement of receipts and payments of the Club for the preceding year ended 31st December, a statement of the assets and liabilities of the Club as at 31st December and a reconciled statement of bank account balances as at 31st December, shall be prepared and shall be submitted to the Annual General Meeting by the Treasurer;
- c) All monies of the Club shall be paid into an account or accounts of the Club at such banks or other financial institutions as the Committee may from time to time direct;
- d) Payments may be made from a Club account by cheque signed by any two signatories or by electronic funds transfer authorised by any two

signatories;

- e) The Committee may appoint any of its members to become signatories;
- f) The accounts shall be open to inspection at a time and place convenient to the Treasurer by any member upon giving reasonable notice to the Treasurer;
- g) An Honorary Auditor shall be appointed at the Annual General Meeting to audit the books of the Club for the current year. In the event of an Honorary Auditor not being elected at the Annual General Meeting, the Committee may appoint any person whatsoever to the position of Honorary Auditor for the current financial year.

[Clause 10(a)-(e) inserted, in substitution for previous clause 10(a)-(e), at AGM on 12 March 2017]

11. AMENDMENTS TO CONSTITUTION

- a) This constitution shall not be amended except by resolution of a 75% majority of the Full and Honorary Life Members present and casting a vote at a Special or Annual General Meeting. 14 days notice in writing of such meeting, setting forth the proposed amendment in full shall be sent to each Full and Honorary Life Member;

[Sub-clause 11(a) amended at AGM on 11 March 2018]

- b) All proposed amendments to this constitution shall be made out in writing and delivered to the Secretary at least 30 days prior to the meeting at which such amendments are set down for discussion.

12. COMMON SEAL

- a) The Club shall have a common seal on which its corporate name shall appear in legible characters;
- b) The common seal of the Club shall be kept in the custody of the Secretary;
- c) The common seal shall be affixed to a document only with the approval of the President and under witness of any two of the Vice-President, Secretary and the Treasurer.

13. CUSTODY OF CLUB DOCUMENTS AND RECORDS

The Secretary shall have custody of all books, documents, records and registers of the Club other than those required to be kept and maintained by the Treasurer.

14. INSPECTION OF RECORDS ETC. OF THE CLUB

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Club.

15. DISSOLUTION

- a) The Club may at any time, by resolution of a majority of 75% of the Full and Honorary Life Members present and casting a vote at a General Meeting called for the purpose, be wound up or seek cancellation of its incorporation in accordance with the Associations Incorporation Act 2015;

[Sub-clause 15(a) amended at AGM on 11 March 2018]

- b) On the winding up or cancellation of the incorporation of the Club, any property of the Club (other than books relating to the management of the Club) remaining after satisfaction of the Club's debts and liabilities and the costs, charges and expenses of winding up or cancelling the incorporation, is to be distributed in accordance with the procedures and requirements in the Associations Incorporation Act 2015 to an incorporated association having objects similar to those of this Club.

[Sub-clause 15(b) substituted at AGM on 11 March 2018]