

**Rules (or Constitution) of
North West Walking Club Inc**

Adopted by Special General Meeting on 10 / 2 / 2025

Contents

1.	Name of Club	3
2.	Alteration and Replacement of Prior Rules	3
3.	Interpretation	3
4.	Club's Office	4
5.	Club's Objects and purposes	4
6.	Memberships	5
7.	Winding Up.....	5
8.	Income and Property	5
9.	Accounts.....	6
10.	Banking and Finance	6
11.	Auditor.....	7
12.	Audits.....	7
13.	AGM.....	7
14.	Special General Meetings	8
15.	Notices of General Meetings.....	9
16.	Business and Quorum at General Meetings.....	9
17.	Chair at General Meetings	9
18.	Adjournment of General Meetings.....	10
20.	Determination of Questions Arising at General Meetings.....	10
21.	Votes	10
22.	Polls	10

North West Walking Club Inc –Constitution

23.	Committee’s Powers and Duties	10
24.	Officers	11
25.	Constitution of the Committee	11
26.	Election of Committee Members	11
27.	Vacation of Office.....	12
28.	Committee Meetings	12
29.	Other Committee Decision Making Processes.....	13
30.	Disclosure of Interests.....	13
31.	Subcommittees	14
32.	Payment of Annual Subscription	14
33.	Giving of Notices etc	14
34.	Expulsion of Members.....	15
35.	Appeal Against Expulsion	15
36.	Disputes	16
37.	Seal of <i>Club</i>	16
38.	Transitional Provisions	16

1. Name of Club

The Club's name is North West Walking Club Inc.

2. Alteration and Replacement of Prior Rules

These rules alter all the *Club's* existing rules by replacing them with the following rules.

3. Interpretation

- (1) Except as expressly provided to the contrary in these rules, the *Model Rules* are excluded and do not apply to the *Club*.
- (2) In these rules, unless the context otherwise requires:
 - a) **Act** means the Associations Incorporation Act 1964;
 - b) **AGM** means an annual *general meeting* of the *Club* held under rule 13;
 - c) **auditor** means any person appointed as the *Club's* auditor under rule 11;
 - d) **Bank** means a body corporate that is an authorised deposit-taking institution for the purposes of the Banking Act 1959 of the Commonwealth;
 - e) **Club** means the *Club* referred to in rule 1;
 - f) **committee** means the committee of management referred to in rule 23 and **committee member** means a member of that *committee* (including the *Officers*);
 - g) **entitled to vote** with respect to a *member*, means a *member* whose *membership* class entitles them to vote and who complies with rule 32(4);
 - h) **financial year** means the period beginning on the first day of April in one year and ending on the last day of March in the following year;
 - i) **general meeting** means an *AGM* or a *Special General Meeting*;
 - j) **Officer** means a person referred to in rule 24;
 - k) **ordinary committee member** means a *committee member* who is not an *Officer*;
 - l) **member** means a member of the *Club* and **membership** has a similar meaning;
 - m) **Public Officer** means the person who, under section 14 of the *Act*, is the *Club's* public officer;
 - n) **Special General Meeting** means a special *general meeting* of the *Club* convened under rule 14;
 - o) **Treasurer** means the *Club's* treasurer;
 - p) **writing** means any mode of representing or reproducing words in a visible form, including via electronic means and **written** has a similar meaning;
 - q) words or expressions are to be interpreted in accordance with the provisions of the Acts Interpretation Act 1931 as if these rules were an Act.
- (3) Terms defined in subrule (2) are printed in italics for convenience of reference, but the failure to print a defined term in italics does not affect their defined meaning.

4. Club's Office

The Club's office is at the address of the *Public Officer* or any other place the *committee* determines.

5. Club's Objects and purposes

(1) The *Club*'s basic objects and purposes are to:

- a) promote and conduct outdoor activities including, as examples, bushwalking, rambling, cycling, kayaking, camping, outdoor photography, field naturalism and caving;
- b) encourage a regard for the welfare and preservation of the natural flora, fauna and scenic beauty of Tasmania;
- c) promote and provide social activity amongst *members*.

(2) The *Club* may also do any lawful thing incidental or conducive to the attainment of its basic objects and purposes including:

- a) the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of its basic objects and purposes;
- b) the purchase, sale or supply of, or other dealing in, goods;
- c) the construction, maintenance or alteration of any building or works necessary or convenient for any of its basic objects and purposes;
- d) the acceptance of a gift for any of its basic objects and purposes;
- e) the taking of any step the *committee*, or the *members* at a *general meeting*, determine expedient for the purpose of procuring contributions to its funds;
- f) the printing or publication by any means including via website, social media or any other internet or electronic means of any newspaper, periodical, book, leaflet information, or other document the *committee*, or the *members* at a *general meeting*, determine desirable for the promotion of any of its basic objects and purposes;
- g) the borrowing and raising of money in any manner and on terms:
 - i. the *committee* thinks fit; or
 - ii. approved or directed by resolution passed at a *general meeting*;
- h) subject to the provisions of the Trustee Act 1898, the investment, in any manner the *committee* determines, of any of the *Club*'s money;
- i) the making of a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the Income Tax Assessment Act 1936 of the Commonwealth relates;
- j) the establishment and support, or aiding in the establishment or support, of any other association formed for any of its basic objects and purposes;
- k) the purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any association with which it is amalgamated in accordance with the provisions of the Act and these rules.

6. Memberships

- (1) The *committee* may establish different classes of *membership*, and for each such class determine:
 - a) the rights and obligations attaching to that class;
 - b) the process for application for that *membership*, including any application form and any approval process;
 - c) any criteria with which a person is to comply to qualify for that *membership*;
 - d) any application fee;
 - e) any annual subscription;
 - f) the method of approval or rejection of an application;
 - g) the method of keeping records of *membership* including any class of *membership*.
- (2) A person who is approved for *membership* in accordance with this rule becomes a *member* on payment of any application fee and annual subscription specified in rule 32 applicable to that class.
- (3) In addition to the *membership* classes established under subrule (1), there is to be a class called “Life Membership” which may be awarded by an *AGM* to existing *members* who meet the criteria established by the *committee* for that class and which entitles Life Members to the full rights of any *member* without payment of any annual subscription.
- (4) A *member* may resign by giving the *Club* a *written* notice of resignation and their *membership* ceases when that notice is taken to have been received.
- (5) Any right, privilege or obligation of a person as a *member*:
 - a) is not capable of being transferred to another person; and
 - b) terminates when the person ceases to be a member.

7. Winding Up

- (2) A motion to wind up the *Club* may only be carried by special resolution. Subject to Section 33 of the *Act* the *Club*’s nett assets (if any) on winding up are to be distributed to such body or bodies which in the *committee*’s opinion have similar objects and purposes as the *Club*’s basic objects and purposes.
- (6) If the *Club* is wound up, each person who was, immediately before the *Club* is wound up, a *member*, and each person who was a *member* within the period of 12 months immediately preceding the commencement of the winding-up, is liable to contribute a maximum of \$1.00 to the assets of the *Club* for payment of the *Club*’s liabilities.

8. Income and Property

- (1) The *Club*’s income and property is to be applied solely towards the promotion of its objects and purposes.
- (2) No portion of the *Club*’s income or property is to be paid or transferred to any *member* unless the payment or transfer is made in accordance with this rule.
- (3) The *Club* may pay a *member*:

- a) remuneration in return for services rendered to the *Club*, or for goods supplied to the *Club*, in the ordinary course of business of the *member*; or
- b) reimbursement for out-of-pocket expenses incurred by the *member* for any of the *Club's* objects or purposes; or
- c) interest at a rate not exceeding that charged by the *Club's Bank* on loans of a similar nature on money lent to the *Club* by the *member*; or
- d) a reasonable amount by way of rent for premises, or a part of premises, let to the *Club* by the *member*.

9. Accounts

- (1) True accounts are to be kept of each:
 - a) receipt or payment of money by the *Club* and the matter in respect of which the money was received or paid;
 - b) asset or liability of the *Club*.
- (2) The accounts are to be open to inspection by the *members* at any reasonable time, and in any reasonable manner, determined by the *committee*.
- (3) The *Treasurer* is to keep all accounting books, general records and records of receipts and payments connected with the *Club's* business in the form and manner the *committee* determines.
- (4) The *Treasurer* is to provide a financial report to the *committee* at each committee meeting in the form (if any) the *committee* determines.
- (5) The accounts, books and records are to be kept at the place the *committee* determines.

10. Banking and Finance

- (1) The *committee* is to maintain an account in the *Club's* name with a *Bank*.
- (2) The *Treasurer* is to cause to be paid into the *Club's Bank* account any money paid to the *Club* that is not paid directly to the *Club's Bank* account.
- (3) Except with the authority of the *committee*, a payment of an amount exceeding \$20 is not to be made from the *Club's* funds other than by:
 - a) the electronic transfer or other direct transfer of funds from the *Club's* account, or
 - b) cheque drawn on the *Club's* account.
- (4) The *committee* may provide the *Treasurer* with an amount of money to meet urgent expenditure, subject to any conditions the *committee* may impose in relation to the expenditure.
- (5) No expenditure on behalf of the *Club* is to be incurred except in accordance with the prior authorisation of the *committee* given generally or specifically.
- (6) any payment or transfer from the *Club's* funds is to be authorised or signed by:
 - a) the *Treasurer* or, in the *Treasurer's* absence, by any other *committee member* the *committee* nominates for that purpose, and
 - b) such other *committee member* as the *committee* nominates for that purpose.
- (7) The *committee* may:
 - a) receive from a *Bank* a cheque drawn by the *Club* on any of the *Club's* accounts with the *Bank*, and

- b) release or indemnify the *Bank* from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.

11. Auditor

- (1) Until determined to the contrary by an *AGM*, each *AGM* is to appoint an *auditor*.
- (2) If the *Club* is exempt under the *Act* from the requirements of the *Act* to appoint an *auditor*, an *AGM* may determine that no *auditor* be appointed which determination continues in effect until a *general meeting* or the *committee* determines to the contrary.
- (3) If there is no *auditor* as a result of a determination under subrule (2), the *committee* may appoint an *auditor* prior to the next *AGM*.
- (4) An *auditor* is to hold office until the next *AGM* and is eligible for re-appointment.
- (5) An *auditor* may only be removed from office by special resolution made in accordance with the *Act*.
- (6) If a casual vacancy occurs in the office of an *auditor*, the *committee* is to appoint a person to fill the vacancy until the end of the next *AGM*.

12. Audits

- 1) The *auditor* is to audit the *Club*'s financial affairs at least once in each *financial year*.
- 2) After auditing the *Club*'s financial affairs for a particular *financial year*, the *auditor*, is to:
 - a) certify as to the correctness of the *Club*'s accounts; and
 - b) at the next *AGM*, provide a written report to the *members* present.
- 3) In the report, and in certifying to the accounts, the *auditor* is to:
 - a) specify the information, if any, that was required under subrule (5)(b) of this rule; and
 - b) state whether, in their opinion, the accounts exhibit a true and correct view of the *Club*'s financial position according to the information at their disposal; and
 - c) state whether the rules relating to the administration of the *Club*'s funds have been observed.
- 4) The *Treasurer* is to deliver to the *auditor* a list of all the *Club*'s accounting records, books and accounts.
- 5) The *auditor* may:
 - a) have access to the *Club*'s accounting records, books and accounts; and
 - b) require from any employee of, or person who has acted on behalf of, the *Club* any information the *auditor* considers necessary for the performance of their duties; and
 - c) employ any person to assist in auditing the *Club*'s financial affairs; and
 - d) examine any *committee member*, or any employee of, or person who has acted on behalf of, the *Club*, in relation to the *Club*'s accounting records, books and accounts.

13. AGM

- (1) The *Club* is to hold an *AGM* each year.

- (2) An *AGM* is to be held on any day (being not later than 3 months after the end of the *financial year*) the *committee* determines.
- (3) An *AGM* is to be in addition to any other *general meeting* that may be held in the same year.
- (4) The notice convening an *AGM* is to specify the purpose of the meeting.
- (5) The ordinary business of an *AGM* is:
 - a) to confirm the minutes of the last preceding *AGM* and of any *general meeting* held since that *AGM*;
 - b) to receive reports on the *Club*'s transactions of during the last preceding *financial year* from the *committee*, *auditor*, employees and other persons acting on behalf of the *Club*;
 - c) to elect the *Officers* and the *ordinary committee members*;
 - d) to appoint a *Public Officer*;
 - e) to appoint the *auditor* and determine their remuneration or to determine not to appoint an *auditor*;
 - f) for any *financial year* that the *Club* is exempt from the requirement to provide an annual return by virtue of section 24(1B) of the *Act*, the tabling of a copy of the annual financial report given under the Australian Charities and Not-for-profits Commission Act 2012 of the Commonwealth in respect of that *financial year*.
- (6) An *AGM* may transact any other business of which notice is given in accordance with rule 15.
- (7) Minutes of proceedings of an *AGM* are to be kept in such manner as the *committee* determines.

14. Special General Meetings

- (1) The *Officers* or the *committee* may convene a *Special General Meeting* at any time.
- (2) On the requisition in *writing* of at least 10 *members* who are *entitled to vote*, the *committee*, is to convene a *Special General Meeting*.
- (3) A requisition for a *Special General Meeting*:
 - a) is to state the objects of the meeting;
 - b) is to be signed by each of the requisitionists and given to the *Club*;
 - c) may consist of several documents, each signed by one or more of the requisitionists.
- (4) If the *committee* does not cause a *Special General Meeting* to be held within 21 days after the day on which a requisition is taken to be received the *Club*, any one or more of the requisitionists may convene the meeting within 3 months after the day on which the requisition is taken to be received the *Club*.
- (5) A *Special General Meeting* convened by requisitionists is to be convened in the same manner, as nearly as practicable, as the manner in which a *Special General Meeting* would be convened by the *committee*.
- (6) All reasonable expenses incurred by requisitionists in convening a *Special General Meeting* are to be refunded by the *Club*.

15. Notices of General Meetings

- (1) At least 14 days before the day on which a *general meeting* is to be held, the *Public Officer*, or any other *committee member* so authorised by the *committee*, is to publish a notice specifying:
 - a) the place, day and time at which the meeting is to be held;
 - b) the nature of the business that is to be transacted at the meeting.
- (2) A notice is published for the purposes of subrule (1) if the notice:
 - a) appears on a website, or at an electronic address, of the *Club*; or
 - b) is sent to each *member* at:
 - (i) the *member's* postal or residential address; or
 - (ii) an email address that the *member* has nominated as the email address to which notices from the *Club* may be sent; or
 - c) is given by another means, determined by the *Public Officer*, that is reasonably likely to ensure that the *members* will be notified of the notice.

16. Business and Quorum at General Meetings

- (1) All business transacted at a *general meeting*, other than the ordinary business of an *AGM* in accordance with rule 13(5), is special business.
- (2) Business is not to be transacted at a *general meeting* unless a quorum of *members entitled to vote* is present at the time when the meeting commences.
- (3) A quorum for the transaction of the business of a *general meeting* is 5 *members entitled to vote*.
- (4) If a quorum is not present within one hour after the time appointed for the commencement of a *general meeting*, the meeting:
 - a) if convened on the requisition of *members*, is dissolved; or
 - b) if convened by the *Officers* or the *committee*, is to be adjourned to the same weekday in the next month and:
 - (i) at the same time and place; or
 - (ii) at any time and other place specified by the chair at the time of the adjournment.
- (5) If at an adjourned *general meeting* a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

17. Chair at General Meetings

- (1) Subject to subrules (2) and (3), the President is to chair any *general meeting*.
- (2) Prior to the commencement of any *general meeting*, the President may appoint a *committee member* to chair that meeting.
- (3) During a *general meeting*, the President may appoint a *committee member* to chair any portion of that meeting.
- (4) If the President is absent from a *general meeting* or any portion of it and the President has not made any appointment under subrules (2) or (3), the person elected as chair by the *committee members* present at that meeting is to chair that meeting or that portion of it.

18. Adjournment of General Meetings

- (1) The chair of a *general meeting* at which a quorum is present may adjourn the meeting with the consent of the *members* who are present and *entitled to vote* at the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a *general meeting* is adjourned for:
 - a) more than one month, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting;
 - b) less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

20. Determination of Questions Arising at General Meetings

- (1) A question arising at a *general meeting* is to be determined on a show of hands.
- (2) A declaration by the chair that a resolution has, on a show of hands, been lost or carried, or been carried unanimously or carried by a particular majority, together with an entry to that effect in the *Club's* minutes, is evidence of that fact unless a poll is demanded on or before that declaration.

21. Votes

- (1) On any question arising at a *general meeting*, a *member* (including the chair) has one vote only.
- (2) All votes are to be given personally.
- (3) In the case of an equality of votes, the chair does not have a second or casting vote and the resolution is lost.

22. Polls

- (1) If at a *general meeting* a poll on any question is demanded, the poll is to be taken at that meeting in the manner that the chair determines and the result of the poll is taken to be the resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- (3) A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chair determines.

23. Committee's Powers and Duties

- (1) The *Club's* affairs are to be managed by a *committee* of management constituted as provided in rule 25.
- (2) The *committee*:
 - a) is to control and manage the *Club's* business and affairs; and
 - b) may exercise all the powers and perform all the functions of the *Club*, other than those powers and functions that are required by these rules to be exercised and performed by *members* at a *general meeting*; and

- c) has power to do anything that appears to the *committee* to be required for the proper management of the *Club's* business and affairs.

24. Officers

- (1) The *Officers* are the President, *Treasurer* and Secretary.
- (2) Subject to subrule (5), the *Officers* are to be elected in accordance with rule 26.
- (3) Each *Officer* is to hold office until the end of the next *AGM* after that at which they are elected and, subject to subrule (4), is eligible for re-election.
- (4) A President or *Treasurer* is not to hold the same office for more than 4 consecutive years or for more than 4 years in any 6 years unless there are no other nominations for that office and the *members entitled to vote* at the *AGM* resolve by a 3 quarter majority of those present to elect that *Officer* to that office.
- (5) No *Officer* may hold more than one office under subrule (1).
- (6) If a casual vacancy in an office referred to in subrule (1) occurs, the *committee* may appoint a *member* to fill the vacancy until the end of the next *AGM* after the appointment.
- (7) If an office referred to in subrule (1) is not filled at an *AGM*, there is taken to be a casual vacancy in that office.

25. Constitution of the Committee

- (1) The *committee* consists of:
 - a) the *Officers*; and
 - b) not less than 3 and not more than 7 *ordinary committee members* elected at the *AGM* or appointed in accordance with this rule.
- (2) A *committee* may give notice with calling of an *AGM* setting the number of *ordinary committee members* in accordance with subrule(1)(b) to be elected at that *AGM*.
- (3) Until notified under subrule (2) to the contrary, the number of *ordinary committee members* is 7.
- (4) An *ordinary committee member* is to hold office until the end of the next *AGM* after that at which they are elected and is eligible for re-election.
- (5) If a casual vacancy occurs in the office of an *ordinary committee member*, the *committee* may appoint a *member* to fill the vacancy until the end of the next *AGM* after the appointment.
- (6) If an office of an *ordinary committee member* is not filled at an *AGM*, there is taken to be a casual vacancy in that office.
- (7) If the *committee* has given notice specifying the number of *ordinary committee members* as less than 7, the difference between that number and 7 does not create a casual vacancy.

26. Election of Committee Members

- 1) Only *members entitled to vote* may be nominated for or be elected as *committee members*.
- 2) A nomination of a candidate for election as an *Officer*, or as an *ordinary committee member*, is to be:

- a) made in *writing*, signed by 2 *members* and accompanied by the *written* consent of the candidate (which may be endorsed on the nomination); and
 - b) delivered to the *Secretary* prior to the commencement of the *AGM*.
- 3) If insufficient nominations are received to fill all vacancies on the *committee* further nominations for those vacancies to be filled are to be received at the *AGM* if the nominees consent.
 - 4) Only persons who have previously been a *committee member* are eligible to be nominated as President.
 - 5) If a nominee for a position as an *Officer* is not elected to that position, their nomination is to be taken as a nomination for an *ordinary committee member*.
 - 6) If the number of nominations received is equal to the number of vacancies for a position on the *committee* to be filled, the persons nominated are taken to be elected.
 - 7) If the number of nominations received exceeds the number of vacancies for a position on the *committee* to be filled, a ballot is to be held.
 - 8) The ballot for the election of *Officers* and *ordinary committee members* is to be conducted at the *AGM* in the manner determined by the *committee*.

27. Vacation of Office

The office of an *Officer*, or of an *ordinary committee member*, becomes casually vacant if the *Officer* or *ordinary committee member*:

- (1) dies; or
- (2) becomes a represented person within the meaning of the Guardianship and Administration Act 1995; or
- (3) resigns office in *writing* addressed to the *committee*; or
- (4) ceases to be ordinarily resident in Tasmania; or
- (5) is absent from 3 consecutive meetings of the *committee* without the permission of the *committee* and the *committee* determines that their office is vacated; or
- (6) ceases to be a *member*; or
- (7) they fail to pay all such amounts due and payable by them to the *Club* within 14 days after receiving a notice in *writing* from the *Public Officer* stating that they have failed to pay one or more amounts of annual subscriptions.

28. Committee Meetings

- (1) The *committee* is to meet at least once in each 3 months on any dates, at any place and time the *committee* determines and publishes in any manner reasonably accessible by all *members*.
- (2) A meeting of the *committee*, other than a meeting referred to in subrule (1), may be convened by the President or at least one third of the *committee members*.
- (3) At least 4 days prior *written* notice of any special *committee* meeting under subrule (2) is to be given to the *committee members* in any manner the *committee* has determined and is to specify the general nature of the business to be transacted.
- (4) At least 3 quarters of the *committee members* may reduce or waive the requirement of subrule (3) with respect to the time of the notice, and may do so at the special *committee* meeting.

- (5) A special *committee* meeting may only transact the business of which notice is given in accordance with subrule (3) unless at least 3 quarters of the *committee members* agree to that business.
- (6) A quorum for the transaction of the business of a *committee* meeting is at least half of the of the *committee members* are present at the commencement of the meeting.
- (7) Business is not to be transacted at a *committee* meeting unless a quorum is present.
- (8) If a quorum is not present within half an hour after the time appointed for the commencement of a *committee* meeting, the meeting is to be adjourned to a time and place determined by the President or their nominee and notice of that meeting is to be given in accordance with subrule (3).
- (9) Rule 17 applies to the chair of a *committee* meeting as if it referred to a *committee* meeting instead of a *general meeting*.
- (10) Any question arising at a *committee* meeting is to be determined:
 - a) on a show of hands; or
 - b) if demanded by a *committee member*, by a poll taken at that meeting in the manner the chair determines.
- (11) Rule 21 applies to voting in *committee* meetings as if it referred to a *committee* meeting instead of a *general meeting*.

29. Other Committee Decision Making Processes

- 1) All or any of the *committee members* may meet or attend a *committee* meeting by any method by which all participants are able to hear each other and to speak including, as examples, by speaker telephone and audio visual conference.
- 2) A resolution of the *committee* may be made without a *committee* meeting by any method previously approved by a resolution of at least 3 quarters of the *committee members*.
- 3) The *committee* may delegate any decision or action which these rules require or enable it to make or take to any sub-committee it forms or to any *committee member*.
- 4) The *Officers* may make urgent decisions when, in their reasonable opinion, it is not practical, even taking into account the preceding subrules, to obtain a decision of the full *committee* in a timely manner and are to report on any such decisions to the next *committee* meeting.

30. Disclosure of Interests

- (1) If a *committee member* has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the *committee*, , as soon as practicable after the relevant facts come to their knowledge, they are to disclose the nature of the interest to the *committee*.
- (2) If a *committee member* votes at a *committee* meeting in respect of any matter in which the *committee member* has a direct or indirect pecuniary interest, that vote is not to be counted unless at least 3 quarters of the *committee members* present vote in favour of that *committee member* voting.

31. Subcommittees

- (1) The *committee* may:
 - a) appoint any subcommittees it considers desirable;
 - b) prescribe the powers and functions of each subcommittee;
 - c) appoint, or determine the method of appointment of, the *members* to each subcommittee;
 - d) determine all things reasonably required for the functioning and processes of each subcommittee.
- (2) The *committee* may appoint any person who is not a *member* as a member of a subcommittee without voting rights.
- (3) Unless the *committee* determines to the contrary with respect to a subcommittee, rules 29 and 30 apply to the subcommittee as if those rules referred to subcommittees.

32. Payment of Annual Subscription

- (1) The annual subscription for a *financial year* set by the *committee* under rule 6(1)(e) is due and payable on the first day of the *financial year*.
- (2) If an applicant is admitted to *membership* and their subscription is paid within the last 3 months of the *financial year*, the subscription is deemed to be paid for the next *financial year*.
- (3) If:
 - a) a *member* has not paid their annual subscription for a *financial year* within 3 months after the first day of the *financial year*, and
 - b) after the first day of the *financial year*, the *Treasurer*, or a *committee member* authorised by the *committee* for that purpose, has sent to the *member* a *written* notice stating that the committee may terminate that person's *membership* if the *member* has not, within 30 days after receiving the notice, paid all annual subscriptions due and payable by them, and
 - c) the *member* has not, within 30 days after receiving that notice, paid all annual subscriptions due and payable by the *member*, the *committee* may without further notice terminate that *member's membership*.
- (4) Only *members* who have paid their annual subscription for a *financial year* within 3 months after the first day of the *financial year* are entitled to:
 - a) vote at any *general meeting*,
 - b) nominate any *committee member* or be nominated for or elected to any position on the *committee* at the next *AGM*.

33. Giving of Notices etc

- 1) Except as otherwise provided by these rules, a notice or other document may be given under these rules to a *member* by:
 - a. giving it to the *member*; or
 - b. leaving it at, or sending it by post to, the *member's* postal or residential address or place last known to the giver of the document; or
 - c. emailing it to the *member's* email address

and may be served on all *members* by publication in any magazine or similar document which the *Club* publishes at least half yearly and circulated to all *members* either by post or electronically.

- 2) Where any notice is required by these rules to be given to the *Club*, the *committee*, the *Public Officer* or any *Officer*, it may be given by:
 - a) sending it through the post in a prepaid letter addressed to PO Box 107, Ulverstone or such other postal address as the *committee* has last notified the *members* to be the *Club*'s postal address or
 - b) transmitting it by email to the *Club*'s email address last given to the *members* as the *Club*'s email address.
- 3) A notice or other document given for the purpose of any rule is taken to have been given:
 - a) if sent by post, when it would in the ordinary course of post be received by the recipient; or
 - b) if transmitted by email, 12 hours after is transmitted.

34. Expulsion of Members

- (1) The *committee* may expel a *member* from the *Club* if, in the opinion of the *committee*, the *member* is guilty of conduct detrimental to the *Club*'s interests.
- (2) The expulsion of a *member* under subrule (1) does not take effect until whichever of the following occurs later:
 - a) the fourteenth day after the day on which a notice is given on the *member* under subrule (3);
 - b) if the *member* exercises their right of appeal under this rule, the conclusion of the *Special General Meeting* convened to hear the appeal.
- (3) If the *committee* expels a *member* from the *Club*, the *Public Officer* or Secretary, is to give to the *member* a *written* notice:
 - a) stating that the *committee* has expelled the *member*; and
 - b) specifying the grounds for the expulsion; and
 - c) informing the *member* of the right to appeal against the expulsion under rule 35.

35. Appeal Against Expulsion

- (1) A *member* may appeal against an expulsion under rule 34 by giving to the *Public Officer* or Secretary, within 14 days after the service of a notice under rule 34(3), a requisition in *writing* demanding the convening of a *Special General Meeting* for the purpose of hearing the appeal.
- (2) On receipt of a requisition, the recipient is to immediately notify the *committee* of the receipt.
- (3) The *committee* is to cause a *Special General Meeting* to be held within 45 days after the day on which the requisition is received.
- (4) At a *Special General Meeting* convened for the purpose of hearing an appeal under this rule:
 - a) no business other than the question of the expulsion is to be transacted; and

- b) the *committee* may place before the meeting details of the grounds of the expulsion and the *committee's* reasons for the expulsion; and
 - c) the expelled *member* must be given an opportunity to be heard; and
 - d) the *members* who are present and *entitled to vote* are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- (5) If at the *Special General Meeting* a majority of the *members* present and *entitled to vote*, vote in favour of the lifting of the expulsion:
- a) the expulsion is lifted; and
 - b) the expelled *member* is entitled to continue as a *member*.
- (6) If at the *Special General Meeting* a majority of the *members* present and *entitled to vote*, vote in favour of the confirmation of the expulsion:
- a) the expulsion takes effect; and
 - b) the expelled *member* ceases to be a member.

36. Disputes

- (1) If a dispute arises between the *Club* and a *member*:
- a) the parties are to use their best endeavours to resolve it between themselves, and
 - b) if the dispute remains, the parties are to seek to resolve it through mediation, and
 - c) if the dispute remains, it is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 2011.
- (2) This rule does not affect the operation of rule 35.

37. Seal of Club

- 1) If the Club requires a seal, it is to be in the form of a rubber stamp inscribed with the Club's name encircling the word "Seal".
- 2) The seal is not to be affixed to any instrument except by the *committee's* authority.
- 3) The affixing of the seal is to be attested by the signatures of two *committee members* nominated by the *committee* for that purpose.
- 4) If a sealed instrument has been attested under subrule (3), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the *committee*.
- 5) The seal is to remain in the custody of the *Public Officer*.

38. Transitional Provisions

- (1) Despite these rules replacing all prior rules, any person, body or thing who or which was appointed, elected, nominated, selected, determined or otherwise created under the rules operating immediately prior to the commencement of these rules, remain and continue in place for the term, if any, they or it were so appointed, elected, nominated, selected, determined or otherwise created, including:
- a) the *Public Officer*;
 - b) the auditor;
 - c) the *Club's Bank* and bank account;
 - d) any authorisation, approval or other determination of the executive committee.

- (2) *Members* under those prior rules retain their *membership* of the class of which they were a *member*.
- (3) The Honorary Officers under those prior rules, except the Vice-President, become the *Officers* under these rules.
- (4) The Vice-President and the Immediate Past President under those prior rules become *ordinary committee members* under these rules.
- (5) The executive committee under those prior rules becomes the *committee* under these rules.
- (6) The members of the executive committee under those prior rules become *committee members* under these rules.
- (7) All committees (other than the executive committee) named in, or formed under those prior rules, become subcommittees under these rules.
- (8) The Bylaws made under those prior rules are repealed but are to be taken as policies of the *Club* which may be replaced or amended by the *committee*.