

A.C.T. WALKING FOR PLEASURE INCORPORATED

RULES OF THE ASSOCIATION

1. NAME

1.1 The name of this organisation is A.C.T. Walking for Pleasure Incorporated and is referred to in these rules as the association.

2. OBJECTIVES

2.1 To encourage:

- (A) walking as an activity for the promotion of health;
- (B) walking on a regular basis for fitness;
- (C) positive attitudes to exercise; and
- (D) social interaction.

3. MEMBERSHIP

3.1 Membership qualifications

- (a) Any person interested in walking is eligible for membership and becomes a member on payment of the prescribed membership fee.
- (b) A person who becomes a member will have his or her name entered in the Register of Members.

3.2 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member:

- (i) is not capable of being transferred to another person; and
- (ii) terminates upon cessation of the person's membership.

3.3 Cessation of membership

A person ceases to be a member if the person:

- (i) dies; or
- (ii) in the case of a body corporate, is wound up; or
- (iii) resigns from membership; or
- (iv) fails to renew membership.

3.4 Resignation of membership

- (a) A member is not entitled to resign from membership except in accordance with this rule.
- (b) A member who has paid all amounts due by the member to the association may resign from membership by notice in writing given to the membership secretary signifying the member's intention to resign, whereupon he or she ceases to be a member.
- (c) When a person ceases to be a member, the membership secretary must make an appropriate entry in the Register of Members recording the date on which the member ceased to be a member.

3.5 Membership fees

- (a) The annual membership fee is \$5.00*, but if another amount has been

prescribed by resolution of the committee, that amount.

* The Committee has prescribed the annual fee to be \$20 (at June 2011)

- (b) The annual membership fee is payable on or after 1 July in each calendar year but if a person becomes a member between 1 January and 30 June in any calendar year, that person only pays half the prescribed membership fee for the period ending 30 June of the calendar year.
- (c) Any person who ceases to be a member is not entitled to the return of any part of his or her membership fee.

3.6 Members' liabilities

The liability of a member to contribute to:

- (i) the payment of the debts and liabilities of the association; and
- (ii) the costs, charges and expenses of the winding up of the association;

is limited to the amount, if any, that is unpaid by the member in respect of his or her membership as required by subrule 3.5.

3.7 Disciplining of members

No provision is made in these rules for disciplining members.

4. THE COMMITTEE

4.1 Powers of the committee

The committee, subject to the Act, the Regulations, these rules, and to any other resolution passed at a general meeting:

- (i) shall control and manage the affairs of the association;
- (ii) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by the association at a general meeting; and
- (iii) has the power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

4.2 Constitution and membership

(a) The committee shall consist of:

- (i) the office-bearers; and
- (ii) 4 ordinary members;

all of whom must be financial members of the association and each of whom must be elected under subrule 4.3 or appointed under paragraph 4.2 (e).

(b) The office-bearers shall comprise:

- (i) the president;
- (ii) the vice-president;
- (iii) the treasurer;
- (iv) the secretary;
- (v) the membership secretary; and
- (vi) the publicity officer.

(c) One of the office-bearers shall, for the purposes of the Act, also be the Public Officer, who must be appointed by the Committee before the close of the annual general meeting.

(d) Each member of the committee, subject to these rules, holds office until the conclusion of the annual general meeting following the date of the

member's election, but is eligible for re-election.

- (e) In the event of a vacancy in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the annual general meeting following the date of appointment.

4.3 Election of committee members

- (a) Nominations of candidates for election as office-bearers or as ordinary members must be proposed and seconded by two financial members at the annual general meeting.
- (b) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (c) The ballot for the election of office-bearers and ordinary committee members must be conducted at the annual general meeting in such a manner as the committee directs.
- (d) A person is not eligible to simultaneously hold more than one position on the committee.
- (e) If no nominations are received for a vacant position, that position shall be deemed to be vacant and may be filled in accordance with paragraph 4.2 (e).

4.4 Secretary

- (a) The secretary must, as soon as practicable after being elected as secretary, notify the association of his or her address.
- (b) The secretary must keep minutes of:
 - (i) all elections and appointments of office-bearers and ordinary committee members;
 - (ii) the names of members of the committee present at a committee meeting or a general meeting; and
 - (iii) all proceedings at committee meetings and general meetings.
- (c) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by a person presiding at the next succeeding meeting.

4.5 Treasurer

The treasurer must :

- (i) receive all moneys due to the association and make payments authorised by the committee; and
- (ii) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with its activities.

4.6 Vacancies

For the purpose of these rules, a vacancy in the office of a member of the committee occurs if the member:

- (a) dies;
- (b) ceases to be a member of the association;
- (c) resigns from office;
- (d) is removed from office in accordance with subrule 4.7;

- (e) becomes an insolvent under administration within the meaning of the Corporations Law;
- (f) suffers from a mental incapacity;
- (g) is disqualified from office under subsection 63 (1) of the Act; or
- (h) is absent without the consent of the committee members from 3 consecutive meetings of the committee.

4.7 Removal of committee members

The association at a general meeting may by resolution, and subject to section 50 of the Act, remove any member of the committee from the office of member of the committee before the expiration of the member's term of office.

4.8 Committee meetings and quorum

- (a) The committee must meet at least 4 times in each calendar year at such place and time as the committee determines.
- (b) Additional meetings of the committee may be convened by any member of the committee.
- (c) Oral or written notice of a meeting of the committee must be given by the secretary or, in the absence of the secretary, any other office bearer, to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting under paragraph (c) must specify the nature of the business to be transacted at the meeting and no business other than the business specified may be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (e) Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (f) No business may be transacted by the committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the day in the following week.
- (g) If, at the adjourned meeting, a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (h) At meetings of the committee:
 - (i) the president, or in the absence of the president, the vice-president must preside; or
 - (ii) if the president and the vice-president are both absent, one of the remaining members of the committee may be chosen by the members present to preside.
- (i) Any 2 members of the committee may invite a person to attend a meeting of the committee.

4.9 Delegation by committee to sub-committee

- (a) The committee may, by instrument, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument other than:
 - (i) this power of delegation; and

- (ii) a function which is a function imposed on the committee by the Act, by any other law of the Territory, or by resolution of the association at a general meeting.
- (b) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (c) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (f) The committee may, by instrument, revoke wholly or in part any delegation under this rule.
- (g) A sub-committee may meet and adjourn as it thinks proper.

4.10 Voting and decisions

- (a) Matters for decision raised at meetings of the committee or a sub-committee must be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (b) Each member present at a meeting of the committee or a sub-committee, except the person presiding at the meeting, is entitled to one vote but, in the event of an equality of votes, the person presiding may exercise a casting vote.
- (c) Subject to paragraph 4.8 (e), the committee may act despite any vacancy on the committee.
- (d) Any act or thing done or suffered, or purported to have been done or suffered, by the committee or by a sub-committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or a sub-committee.

5. GENERAL MEETINGS

5.1 Annual general meetings - holding of

The association must, in each calendar year and within a period of 5 months after the expiration of the financial year of the association, convene an annual general meeting of its members.

5.2 Annual general meetings - calling of and business at

- (a) The annual general meeting of the association must, subject to the Act, be convened on a date and at a place and time as the committee thinks fit.
- (b) The business of an annual general meeting must include the following:
 - (i) confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (ii) receive from the committee reports on the activities of the association during the last preceding financial year;
 - (iii) receive and consider the statement of accounts and the reports that are required to be submitted to members under subsection 73 (1) of the

- Act;
- (iv) conduct any other business; and
- (v) elect the office-bearers and ordinary members of the committee.
- (c) An annual general meeting must be specified as such in the notice convening the meeting in accordance with rule 5.4.
- (d) An annual general meeting must be conducted in accordance with subrules 5.4, 5.5, 5.6, 5.7, 5.8, and 5.9.

5.3 General meetings - calling of

- (a) The committee may, whenever it thinks fit, convene a general meeting.
- (b) The committee must, on the requisition in writing of not less than 5 per cent of the total number of members, convene a general meeting.
- (c) A requisition of members for a general meeting:
 - (i) must state the purpose or purposes of the meeting;
 - (ii) must be signed by the members making the requisition;
 - (iii) must be lodged with the secretary; and
 - (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (d) If the committee fails to convene a general meeting within one month after the date on which the requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a meeting to be held not more than 3 months after that date.
- (e) A general meeting convened by a member or members referred to in paragraph 5.3 (d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

5.4 Notice of meetings

- (a) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for holding the general meeting, send by pre-paid post, by hand delivery, or by electronic communication to each member at the member's address or electronic contact appearing in the Register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for holding the general meeting, send a notice to each member in the manner provided for in paragraph (a) specifying the intention to propose the resolution as a special resolution.
- (c) Only the business specified in the notice convening a general meeting may be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under paragraph 5.2 (b).
- (d) A member who wishes to bring any business before a general meeting must give notice in writing of that business to the secretary and that notice from the member must be included in the notice informing members of the general meeting.

5.5 General meetings - procedure and quorum

- (a) No item of business may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (b) Eight members present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (i) if convened upon the requisition of members, shall be dissolved; and
 - (ii) in any other case, shall stand adjourned to the same day in the following week at the same time and at the same place (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned).
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 5) will constitute a quorum.

5.6 Presiding member

- (a) The president, or in the absence of the president, the vice-president, must preside at each general meeting.
- (b) If the president and vice-president are absent from the general meeting, the members present must elect one of their number to preside at the meeting.

5.7 Adjournment

- (a) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in paragraphs (a) and (b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

5.8 Making of decisions

- (a) A matter for decision arising at a general meeting must, unless a poll is demanded, be determined on a show of hands at the meeting.
- (b) A declaration by the person presiding at the meeting that a resolution has, on a show of hands, been carried or is lost and an entry to that effect in the minute book of the association is evidence of that fact .
- (c) At a general meeting a poll may be demanded by the person presiding or by at least 3 members present.
- (d) If a poll is demanded at a general meeting, the poll must be taken:
 - (i) immediately, in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an

- adjournment; or
- (ii) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter must be deemed to be the resolution of the meeting on that matter.

5.9 Voting

- (a) A member is not entitled to vote at any general meeting of the association unless all moneys due and payable by the member to the association have been paid.
- (b) No member is permitted to vote by proxy at general meetings.
- (c) A member, but not the presiding member, has one vote on any matter for decision arising at a general meeting.
- (d) In the case of an equality of votes on a matter for decision at a general meeting, the person presiding is entitled to exercise a casting vote.

6. MISCELLANEOUS

6.1 Funds - source

- (a) The funds of the association may be derived from annual membership fees, donations and, subject to any resolution passed by the association at a general meeting, and subject to section 114 of the Act, such other sources as the committee determines.
- (b) All moneys received by the association must be deposited, as soon as practicable and without deduction, to the association's bank account.
- (c) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

6.2 Funds - management

- (a) Subject to any resolution passed at a general meeting, the funds of the association must be used for the objects of the association in such a manner as the committee determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee authorised to do so by the committee.
- (c) The books and accounts of the association must be audited annually by an auditor appointed by the committee.

6.3 Alteration of the objects and rules

The objects of the association and these rules cannot be altered except in accordance with the Act.

6.4 Common seal

- (a) The common seal of the association must be kept by the secretary.
- (b) The common seal must not be affixed to any instrument except by the authority of the committee.
- (c) The affixing of the common seal must be attested to by the signatures of any one member of the committee and the secretary.

6.5 Custody of books

Subject to this Act, the Regulations and these rules, the secretary must keep in his

or her control all records and other documents relating to the association.

6.6 Inspection of books

Other than the minutes of meetings of the committee, the records, books and other documents of the association shall be open to inspection at a place in the Territory designated by the committee, by any member of the association at any reasonable hour.

6.7 Service of notices

- (a) For the purposes of these rules, a notice may be served by hand delivery, by post, or by electronic communication, by or on behalf of the association, on any member at the member's address shown in the Register of Members.
- (b) Where a document is sent to a person by properly addressing, prepaying and posting, or electronically communicating it to the person, the document must, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which it would have been delivered in the ordinary course of business.

7. PROPERTY

- 7.1 (a) No part of any property, assets or income of the association, wherever derived, may be transferred either directly or indirectly by way of dividend, bonus or profit to any member of the association.
- (b) The committee may make payment to any member or servant of the association for services rendered.
- (c) If the association ceases to function, any member or person holding money or property on behalf of the association must return that money or property to the committee.
- (d) If the association is wound up, the assets of the association may be transferred to:
 - (i) an organisation with interests or objectives similar to this association; or
 - (ii) in the absence of an organisation mentioned in subparagraph (i), to a charitable organisation determined by the committee or the Registrar in accordance with section 95 of the Act.

8. TRUSTEES

- 8.1 Subject to the Act, the office-bearers and ordinary members of the committee are deemed to be the trustees of the association and hold property, real and personal, belonging to the association.

9. DISCLAIMER

- 9.1 (a) It is a condition of participation in any event held by or in conjunction with the association that members and other participants, their heirs, executors and administrators waive all and any claim, right or cause of action which they might suffer or sustain, for or arising out of loss or injury, damage or loss of any description whatsoever in the course of or consequent upon their participation in any event associated with the association.
- (b) The waiver, release or discharge operates in favour of the association and all its officers, committee members, group co-ordinators, walk leaders, employees, contractors, any other agents, all sponsors and any person or persons concerned

in or involved with the conduct of any event, and operates whether the damage or cause of action is due to the negligence of any of these persons.

10. INTERPRETATION

10.1 (a) In these rules, unless a contrary intention appears:

"financial year" means the year ending on 30 April;

"member" means a member, however described, of the association;

"ordinary member" means a member of the committee who is not an office-bearer of the association referred to in subparagraph 4.2 (a) (i);

"secretary" means the person holding office under these rules as secretary of the association or, where no such person holds that office, the public officer of the association;

"the Act" means the *Associations Incorporation Act 1991*;

"the Regulations" means the Association Incorporation Regulations made under the Act.

"in writing" or **"written"** means text communication by letter, notice, email message or other forms of electronic communication.

(b) The provisions of the *Interpretation Act 1967* apply to and in respect of these rules in the same manner as those provisions would apply if these rules were an instrument made under the Act.